

KINGWOOD AREA SUPER NEIGHBORHOOD COUNCIL
BY-LAWS

ARTICLE I - NAME

The name of the organization shall be Kingwood Area Super Neighborhood Council, hereinafter referred to as the "Kingwood Area Council.

ARTICLE II - BOUNDARIES

The Kingwood Area Super Neighborhood is bounded as set out in the map attached hereto and made a part hereof.

ARTICLE III - PURPOSE

The purpose of the Kingwood Area Council is to promote the community, civic, and social welfare of residents, business and property owners within the boundaries of the area which this organization represents as defined in Article II.

The Kingwood Area Council will also (i) seek a consensus and provide citizens with opportunities to advise the Houston City Council on issues important to each neighborhood, (ii) undertake a wide range of neighborhood improvement projects determined by the members, and (iii) with the cooperation from the City of Houston, identify and develop solutions to mutual problems.

ARTICLE IV – MEMBERSHIP

The Kingwood Area Council membership shall be open to any organization that are stakeholders within the Kingwood Area Super Neighborhood boundary.

Member organizations shall fall within three categories: (i) residential, (ii) business, and (iii) institutional. Initial membership of the Kingwood Area Council shall consist of eleven (11) representatives from stakeholder organizations.

It shall be the right of any stakeholder organization within the Kingwood Area Super Neighborhood boundary to be represented either through new or existing organizations. Any legitimate organization (existing or newly created) identified and recognized by the Kingwood Area Council shall have the right to send representatives to the Kingwood Area Council, unless other circumstances prohibits such arrangements. If necessary, the Kingwood Area Council membership will be adjusted accordingly.

Exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation, or national origin from participating in the Kingwood Area Council activities or serving as a Council member shall be prohibited.

ARTICLE V – OFFICERS

The elected officers of the Kingwood Area Super Neighborhood Council will consist of a President, Vice-President, Secretary, Treasurer, and such other Officers as the Kingwood Area Council may from time to time by resolution create.

Section 1. The President shall preside over all Kingwood Area Council meetings, shall see that orders and resolutions of the Kingwood Area Council are carried out, may sign or execute, in the name of the Kingwood Area Council, all contracts, undertakings and instruments, which require the approval or consent of the Kingwood Area Council, and shall have such authority, and perform such duties as the Kingwood Area Council may from time to time determine. The President is an Ex-Officio member of all committees.

Section 2. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Kingwood Area Council.

Section 3. The Secretary shall keep an accurate record of all meetings and proceedings of the Kingwood Area Council and shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary shall attend to correspondence, act as custodian of current records, file and maintain up-to-date membership lists and attendance records, and perform such other duties as required by the Kingwood Area Council.

Section 4. The Treasurer shall keep an up-to-date record of all financial transactions, and shall have charge of and be responsible for all funds, securities, and receipts of the Kingwood Area Council. The Treasurer shall deposit, or cause to be deposited, in the name of the Kingwood Area Council, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Kingwood Area Council. This officer shall disburse money as authorized by the Kingwood Area Council. The Treasurer shall present a report of finances at each meeting of the Kingwood Area Council and, in general, shall perform all duties incident to the office of Treasurer and any other duties as may be assigned by the Kingwood Area Council.

Section 5. The Kingwood Area Council may elect such other Officers as the affairs of the Kingwood Area Council may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Kingwood Area Council may from time to time determine.

Section 6. All officers of the Kingwood Area Council shall be elected at its first regular meeting held in each new fiscal year by a simple majority of the members of the Kingwood Area Council. Officers shall be installed at the Kingwood Area Council's second regular meeting held in each new fiscal year and shall hold office for one year, or until a successor shall have been duly elected and installed, unless the officer shall

sooner resign, or shall be otherwise disqualified, in which case, the office shall be declared vacant.

Section 7. All officers shall be elected by a quorum of the Kingwood Area Council.

Section 8. No person shall simultaneously hold more than one office except in the case of special officers created pursuant to Section 5 of this Article.

Section 9. Any officer may resign at any time giving written notice to the Kingwood Area Council, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective

Section 10. Any officer, who fails to meet the obligations and responsibilities of the office, may be removed from office by a two-thirds (2/3) majority vote at a Kingwood Area Council meeting where a quorum is present.

Section 11. A vacancy in any office shall be filled by a special election by the Kingwood Area Council. Officers elected to fill vacancies shall assume office at the first regular meeting following the special election and shall hold office until the next regular installation of officers.

ARTICLE VI – MEETINGS

Section 1. Regular meetings of the Kingwood Area Council shall be held monthly at such place and hour within Harris or Montgomery Counties as may be fixed from time to time by resolution of the Kingwood Area Council. Should said meeting fall upon a legal holiday, then the time and date of that meeting shall be set by the President at the preceding meeting with the consent of the Kingwood Area Council.

Section 2. Special Meetings of the Kingwood Area Council shall be held within Harris or Montgomery Counties when called by the President or a majority of the Kingwood Area Council members. Written notice to each Kingwood Area Council member must be postmarked at a U.S. Post Office not less than seven (7) days prior to such Special Meeting, stating the express purpose for which it is being called. Only matters announced in the notice may be considered and acted upon at a Special Meeting.

Section 3. The Kingwood Area Council activity shall be conducted in open meetings where all residents and stakeholders may observe discussions and participate. An individual wishing to speak to the Kingwood Area Council shall sign a "Speakers List" at the beginning of the meeting and shall be allowed three (3) minutes to speak, unless the Kingwood Area Council desires more information from said speaker.

Section 4. A simple majority of Kingwood Area Council members shall constitute a quorum for the transaction of business at a regular or special meeting. The act of a majority of the Kingwood Area Council members present at a meeting at which a quorum is in attendance shall constitute the act of the Kingwood Area Council, unless the act of a greater number is required by law or by these By-laws.

Section 5. The Kingwood Area Council members shall have the right to take any action in the absence of a meeting which they could take at a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Kingwood Area Council members. Any action so approved shall have the same effect as though taken at a meeting of the Kingwood Area Council.

ARTICLE VII – COMMITTEES

Standing and Special Committees shall be established as the need arises by a majority of the Kingwood Area Council members.

ARTICLE VIII – PROCEDURES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Kingwood Area Council in all cases to which they are applicable and with which they are not inconsistent with these By-laws, the Kingwood Area Council Articles of Incorporation, any special rules of order which the Kingwood Area Council may adopt, or any statutes applicable to the Kingwood Area Council.

ARTICLE IX – AMENDMENTS

These By-laws may be amended by resolution at a regular or special meeting of the Kingwood Area Council by a two-thirds (2/3) majority vote at which a quorum is present. Proposed amendments must be submitted in writing to Kingwood Area Council members no less than fifteen (15) days prior to the regular or special meeting at which the amendment is to be considered.

ARTICLE X – DISSOLUTION

The Kingwood Area Super Neighborhood Council may be dissolved with the assent given in writing and affirmed by two-thirds (2/3) of the membership.

Revised: July 5, 2000