

1/1/02

NEARTOWN - MONTROSE SUPER NEIGHBORHOOD COUNCIL

BY-LAWS

ARTICLE I: NAME

The organization's name shall be the Neartown - Montrose Super Neighborhood Council, hereafter sometimes referred to as the "Nearthown - Montrose Council" or the "Council".

ARTICLE II: BOUNDARIES

The Neartown - Montrose Super Neighborhood Council boundaries are set out in the attached Map.

ARTICLE III: PURPOSE

Section 3.1 - The purpose of the Neartown - Montrose Council is to promote the community, civic, and social welfare of residents, businesses, institutions and property owners within the boundaries of the Neartown - Montrose Super Neighborhood.

Section 3.2 - The Neartown - Montrose Council will also (i) seek a consensus and provide citizens with opportunities to advise the Houston City Council and other offices of city government on issues important to the area, (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

Section 4.1 - The Council membership shall be open to any civic, business, non-profit, or other community - based organizations that are stakeholders (as defined in Section 4.2 below) within the Neartown - Montrose Super Neighborhood boundary.

Section 4.2 - Stakeholders are representative groups, organizations or entities that conduct their business within the super neighborhood boundary. Stakeholders may be civic clubs, tenant associations, neighborhood block associations, non-profit public service organizations, community business associations, etc. Only groups can be stakeholders, no individual may be a stakeholder. Stakeholders may include churches, schools, and other institutions situated and conducting business within the boundaries of the super neighborhood. Stakeholders will be able to participate in the affairs of the Neartown - Montrose Council, but will only be able to participate in Council Board votes through an appropriate authorized representative to the Council Board (the Council Board serves a function similar to a Board of Directors and is detailed and defined in Article V below). Stakeholders should only represent individuals that reside or work full-time, and/or own property within the boundaries of the Neartown - Montrose Super Neighborhood Council.

Section 4.3 - Exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation, or national origin from participating in the Neartown - Montrose Council activities or serving as a Council Board member shall be prohibited.

Section 4.4 - Stakeholder Qualifications: Each stakeholder shall elect one stakeholder representative and one alternate to represent the stakeholder. Stakeholder representatives or alternates shall be individuals residing or working full-time, and/or owning property within the boundaries of Neartown - Montrose Council. Every selected stakeholder representative must present, in writing and on an annual basis, credentials from the stakeholder organization attesting to their appointment, and including a Notice address or phone number for the stakeholder representative and/or alternate.

Section 4.5 - Stakeholder acceptance: It shall be the right of any organization within the Neartown - Montrose Super Neighborhood boundary to petition to be represented on the Council. Acceptance of a new stakeholder representative or alternate shall be by a majority vote of the Council Board. The Council Board shall vote upon the

acceptance of the new stakeholder representative or alternate either at the meeting when the representative or alternate presents his or her credentials, or at the meeting immediately following. Stakeholder representatives are eligible to vote immediately after completion of the acceptance process.

Section 4.6 - Special interest groups are specifically excluded (i.e. - government entities, ad hoc committees, etc.).

Section 4.7 - No fee shall ever be imposed as a requirement for membership or participation in the Neartown Council or in any meeting or activity of the Neartown - Montrose Super Neighborhood

ARTICLE V: COUNCIL BOARD SEATS AND VOTING

Section 5.1 - Actions of the Neartown - Montrose Council shall be taken, considered, and approved by a representative collection of members called the "Council Board". Provisions applicable to the Council Board's constitution appear in this Article below. To qualify to serve on the Council Board, a person must be a designated stakeholder representative.

Section 5.2 - The Council Board shall consist of eleven (11) members. The size of the Council Board may be amended from time to time as provided in Article X below. Council Board members shall be elected from stakeholders from the following categories: (i) residential groups, (ii) business groups, (iii) faith - based groups; and (iv) institutional and/or non-profit groups. One of the 11 Council Board representatives will be a member from the Neartown Association. The remaining 10 Council Board representatives shall be constituted in the following manner: a) at least 4 representatives will be stakeholders who represent residential stakeholders, b) at least 2 representatives will be stakeholders who represent business groups, c) 1 representative will be a stakeholder who represents faith - based groups, and d) 3 representatives will be stakeholders who represent institutional or other non-profit groups (the institutional or other non-profit groups may, but need not, include up to one additional representative from a faith - based group).

Section 5.3 - Representatives of (i) residential groups, (ii) business groups, (iii) faith - based groups; and (iv) institutional and/or non-profit groups shall each determine who is to be their stakeholder representative(s) on the Council Board. Such determination shall be by a majority vote of the stakeholders participating within each group category. Each representative on the Council Board shall be entitled to one vote to be cast by the representative or his or her alternate on any vote or other matter before the Council Board. Representatives of each group may caucus amongst themselves at any time to replace their representative(s) on the Council Board.

Section 5.4 - Initial Council Board; Initiating the Neartown - Montrose Council: For the purpose of initiating the Neartown - Montrose Super Neighborhood Council, an initial Council Board shall consist of the following members below. These ByLaws shall be approved by the unanimous consent of the initial Council Board, as evidenced by their signatures appended to the end of these ByLaws. The initial Council Board shall be as follows:

<u>Neartown Association's Past President</u>	Neartown Association Council Board Representative
<u>Castle Court Civic Association</u>	Residential Council Board Representative # 1
<u>Avondale Civic Association</u>	Residential Council Board Representative # 2
<u>East Montrose Civic Association</u>	Residential Council Board Representative # 3
<u>Vermont Commons Civic Association</u>	Residential Council Board Representative # 4
<u>Montrose Business Alliance</u>	Business Council Board Representative # 1
<u>Greater Houston GLBT Chamber of Commerce</u>	Business Council Board Representative # 2
<u>Montrose Community Church</u>	Faith-Based Council Board Representative
<u>Neartown Little League</u>	Institutional/Non-Profit Council Board Representative # 1
<u>Neartown Community Partnership</u>	Institutional/Non-Profit Council Board Representative # 2
<u>Pride Committee of Houston</u>	Institutional/Non-Profit Council Board Representative # 3

ARTICLE VI: OFFICERS

Section 6.1 - The elected officers of the Neartown - Montrose Super Neighborhood Council will consist of a President, Vice - President, Secretary, and such other Officers as the Neartown Council may from time to time by

resolution create.

Section 6.2 - The President shall preside over all Neartown - Montrose Council meetings, shall see that orders and resolutions of the Neartown - Montrose Council are carried out, may sign or execute, in the name of the Neartown - Montrose Council, all contracts, undertakings and instruments, which require the approval or consent of the Neartown - Montrose Council and shall have such authority, and perform such duties as the Neartown - Montrose Council may from time to time determine. The President is an Ex-Officio member of all committees. Until and unless a Treasurer is appointed, the President 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 Neartown - Montrose Council, shall disburse money as authorized by the Neartown Council, and shall present a report of finances at each meeting of the Neartown - Montrose Council.

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

Section 6.4 - The Secretary shall keep an accurate record of all meetings and proceedings of the Neartown - Montrose 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 Neartown - Montrose Council.

Section 6.5 - The Neartown - Montrose Council may elect such other Officers as the affairs of the Neartown Council may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Neartown - Montrose Council may from time to time determine.

Section 6.6 - The Neartown - Montrose Council President will be a member of the Council Board and will be elected by a majority of the Council Board members and ratified by a vote of at least sixty percent (60%) of the stakeholder members of the Neartown - Montrose Council. All of the officers of the Neartown - Montrose Council shall be elected at its first regular meeting held in each new fiscal year by a simple majority of the members of the Neartown - Montrose Council. Officers shall be installed at the Neartown - Montrose 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 6.7 - No person shall simultaneously hold more than one office except in the case of special officers created pursuant to Section 6.5 of this Article.

Section 6.8 - Any officer may resign at any time giving written notice to the Council Board, the President, Vice - 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 6.9 - Any officer, who fails to meet the obligations and responsibilities of the office, may be removed from office by a two-thirds (2/3) vote at a Neartown - Montrose Council meeting or a two-thirds (2/3) vote of the Council Board.

Section 6.10 - A vacancy in any office shall be filled by a special election by the Neartown - Montrose Council or by the Council Board. 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 VII: MEETINGS

Section 7.1 - *Regular meetings* of the Neartown - Montrose Council shall be held at least every other month at such place and hour as may be fixed from time to time by resolution of the Council Board. Should said meeting fall upon a legal holiday, then the time and date of that meeting shall be set by the President with the consent of the Council Board.

Section 7.2 - *Special Meetings* of the Neartown - Montrose Council shall be held at such time and place when

called by the President or by a majority of the Council Board members. Written notice to each Neartown - Montrose Council stakeholder 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, unless such Notice is waived in writing by the stakeholder member(s). A failure to give written notice of such special meeting to more than thirty three percent (33%) of the Neartown - Montrose Council stakeholder members shall cause any action taken at such special meeting to be invalid. Only matters announced in the notice may be considered and acted upon at a Special Meeting. A quorum of any Special meeting of the Council shall be Seven (7) members.

Section 7.3 - A simple majority of Neartown - Montrose Council or Council Board members shall constitute a quorum for the transaction of business at a regular or special meeting. The act of a majority of the Neartown - Montrose Council or Council Board members present at a meeting at which a quorum is in attendance shall constitute the act of the Neartown - Montrose Council, unless the act of a greater number is required by law or by these By-laws.

Section 7.4 - The Council Board 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 at least six (6) Council Board members. Any action so approved shall have the same effect as though taken at a meeting of the Neartown - Montrose Council.

Section 7.5 - The business and activities of the Neartown - Montrose Council shall be recorded in minutes by the Secretary or by a member appointed to serve as the meeting's recorder of minutes in the absence of the Secretary being present. The minutes of the meetings shall be made available to any member of the Superneighborhood via e-mail, posting on the website of the Neartown Association, or in some other form of general publication approved by a majority of the Council Board. Each stakeholder representative is responsible for communicating information about decisions, activities, and issues relating to the super neighborhood council to their members.

Section 7.6 - Resident Participation: Super neighborhood-at-large residents may participate in the Neartown - Montrose Council via meetings open to the public. Council meetings shall be conducted in open meetings where all residents may observe discussions and participate. An individual wishing to speak at the meeting may be required (in the discretion of the President and/or a majority of the Council Board) to sign a "speakers list" at the beginning of the meeting and shall be allowed three (3) minutes to speak.

The stakeholders or representatives of organizations that meet the criteria below may bring issues to the council:

- * Live or work fulltime and/or own property within the boundaries of the Neartown - Montrose Council,
- * Signed in on any required speaker list prior to the start of the meeting, and
- * Subject to time limits determined by the chair to keep the overall meeting within its stated time limits.

Section 7.7 - Voting: Each member of the Council shall be allowed one vote, which shall be cast by the Council Board representative or in his/her absence by the designated alternate. In any vote put to the entire membership of the Neartown - Montrose Council by the Council Board, 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.

ARTICLE VIII: COMMITTEES

Section 8.1 - Standing and Special Committees shall be established as the need arises by a majority of the Neartown - Montrose Council members. Any stakeholder member of the Superneighborhood may serve on any committee in which that member is interested.

Section 8.2 - Any stakeholder member of the Superneighborhood may form a Committee of the Superneighborhood by getting the agreement of one or more other members to serve on any such committee to be formed.

Section 8.3 - The Committee members shall govern themselves in the manner in which they determine is best so

long as such rules of order shall be governed by majority voting and shall not conflict with the rules set forth in these bylaws.

ARTICLE IX: PROCEDURES

“Robert’s Rules of Order” or other Rules of Order may be the rules used to govern meetings of the Neartown - Montrose Council or Council Board when rules of procedure are not detailed by these ByLaws. Members may petition the Council Board at any time for an amendment to the rules.

ARTICLE X: AMENDMENTS

These By-laws may be amended by resolution at a regular or special meeting of the Neartown - Montrose Council by a two-thirds (2/3) majority vote at which a quorum is present. Proposed amendments must be submitted in writing to Neartown - Montrose Council members no less than forty-five (45) days prior to the regular or special meeting at which the amendment is to be considered.

ARTICLE XI: DISSOLUTION

The Neartown - Montrose Super Neighborhood Council may be dissolved with the assent given in writing and affirmed by at least two - thirds (2/3) of the membership or by at least two - thirds (2/3) of the Council Board.