

**Bylaws  
of the  
Alief Super Neighborhood Council #25**

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**ARTICLE 1: NAME**

The name of the organization shall be **ALIEF SUPER NEIGHBORHOOD ASNC #25**, herein after referred to as ASNC.

**ARTICLE 2: BOUNDARIES**

The ASNC is bounded as set out in the map attached hereto and made part hereof. The boundaries of the ASNC were determined by the City of Houston, Harris County, Texas.

North: Alief-Clodine Road  
South: West Bellfort  
East: Beltway 8  
West: City Limits (roughly between Eldridge and Synott)

**ARTICLE 3: PURPOSES**

The purpose of the organization is to create a broad-based neighborhood forum where Alief residents, organizations, schools, faith-based communities, business interests and other stakeholders come together to discuss issues and develop action plans to address the problems impacting their neighborhood, including but not limited to, infrastructure, crime reduction, social and economic development and civic engagement.

**ARTICLE 4: MEMBERS**

**Section 1: Classes of Members**

The ASNC membership is open to those within our designated boundaries. Participation in the ASNC shall in no way be limited by the imposition of membership fees. ASNC prohibits the exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation or national origin from participating in ASNC activities or serving as a ASNC member.

The ASNC shall have two classes of voting members:

- (1) Alief residents who reside within the ASNC boundaries and who are not represented by a designated stakeholder group; and
- (2) Stakeholders who represent associations and other organized groups such as businesses, schools, churches, non-profits and hospitals that conduct business within the boundaries of the ASNC.

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**Section 2: Member Requirements**

**Alief residents:**

In order to become a voting member, Alief residents must reside within the boundaries of the ASNC, provide proof of residency, and register with the ASNC Secretary at least one month prior to their initial votes.

**Stakeholders:**

The ASNC stakeholder voting members shall be made up of representatives from the following:

|    | <b>Stakeholder Organizations</b>  |
|----|-----------------------------------|
| 1. | Public Safety                     |
| 2. | Community Service                 |
| 3. | Health Care Organizations         |
| 4. | International Management District |
| 5. | Educational Associations          |

Persons who have been appointed by a stakeholder group will present their letter of appointment to the ASNC membership for approval by the majority of the voting members and will serve a two-year term. No person can represent more than one stakeholder group. Each stakeholder group should also appoint an alternate to be voted on in the same manner as the appointee.

The ASNC retains the right to verify any person who claims to represent a stakeholder organization. The representatives shall not be seated on the ASNC until certified by the Council.

The number of seats and the manner in which designated stakeholder members are elected can be amended by a majority vote of the voting members present at a regularly called meeting.

**Section 3: Multiple Stakeholder Candidates**

If there are two or more candidates who present a required form from separate groups vying for the same stakeholder seat, ASNC will initiate the following actions:

- They will first encourage the groups to form a coalition to jointly select one candidate.
  
- If a consensus candidate cannot be determined, the ASNC will conduct a special election within 30 days following the next regularly scheduled ASNC meeting (after the one at which the

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mediation is prescribed). The winner of the election will hold the stakeholder seat for the remainder of the two-year term.

## **Section 4: Election or Appointment of Members**

Certification of membership by the representative of a stakeholder organization will be presented to the ASNC and noted in the official minutes and kept with the Council's records. (The ASNC retains the right to verify any person who claims to represent a stakeholder organization.) The representatives shall not be seated on the ASNC until certified by the Council.

## **Section 5: Limits of Authority**

Council members are expected to serve diligently, loyally and cooperatively; to avoid misconduct and other activities in conflict with their position; to exercise courtesy and dignity and otherwise conduct themselves in the best interests of the ASNC.

Council members shall avoid any action, which could result in, or look as though they are:

- Using the ASNC for personal gain;
- Giving preferential treatment to any person, group, or organization;
- Interfering with ASNC efficiency or losing impartiality;
- Making decisions outside the scope of their position, or;
- Lowering public confidence in the ASNC.

Council members individually do not have the authority to bind the ASNC to any action, legal or otherwise, or represent the ASNC without prior voted and written approval. When speaking publicly, or in producing printed materials, members must clearly differentiate between their personal opinions (and Stakeholder Group positions), and what may be construed as the position of the ASNC. Appropriate verbal and/or written disclaimers should be utilized whenever necessary to eliminate any possible confusion (see examples, following). Members should be aware that the electronic forums such as website chat rooms, guest books and bulletin boards are public media where caution needs to be exercised. Examples of Disclaimers:

- Verbal: The ASNC does not officially sponsor this program.
- Written: The views and/or opinions expressed in this document are those of the author, and not necessarily expressed by or sanctioned by the ASNC.

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Council members have the responsibility to protect and conserve all property, equipment, and documents entrusted to them. They must not willfully damage, deface or otherwise misuse property belonging to the Alief Super Neighborhood Council. Such action will result in ASNC review.

**Section 6: Voting Rights**

Each resident and stakeholder representative member shall be entitled to one vote on each matter submitted to a vote.

**Section 7: Termination of Membership**

The Council, by affirmative vote of two-thirds of all voting members present at a duly called meeting of the Council, may suspend or expel an ASNC member for cause after an appropriate hearing.

**Section 8: Resignation**

Any member may resign by filing a written resignation with the Secretary.

**Section 9: Transfer of Membership**

Membership in the ASNC is not transferable or assignable.

**Section 10: Increase in the Number of ASNC Members**

Upon determination of a majority of the members at a duly called meeting of the ASNC, the Council may increase the number of ASNC members if new stakeholders are identified.

**Section 11: Vacancies**

Stakeholder vacancies, by resignation or increase in stakeholder positions, will be filled by the membership of the stakeholder group represented by the member. This action must be ratified by the affirmative vote of a majority of the remaining ASNC members present at a duly called meeting. Any ASNC member elected to fill a vacancy shall be elected for an unexpired term of his predecessor in office.

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**ARTICLE 5: MEETINGS OF THE COUNCIL**

**Section 1: Annual Meeting**

The annual meeting of the ASNC shall be held on the fourth Tuesday of January in each year, at the hour of 6:30 P.M. for the purpose of electing officers, if any terms expire, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the ASNC shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be done.

**Section 2: Regular Meetings**

Regular meetings of the ASNC shall be held at 6:30 PM on every fourth (4<sup>th</sup>) Tuesday of each month unless the ASNC determines a different time and date and each ASNC member is notified at least five (5) days prior to such meeting. The ASNC will determine the place.

**Section 3: Special Meetings**

Special meetings of the ASNC members may be called by the Chairman, the Council, or not less than one-third of the members having voting rights.

**Section 4: Place of Meeting**

The ASNC may designate any place, within the boundary of the Alief Super Neighborhood Council, as the place of meeting for any annual meeting or for any special meeting called by the Council.

**Section 5: Notice of Meetings**

Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, fax or e-mail to each member entitled to vote at such meeting, not less than five (5) nor more than thirty-five (35) days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. The notification of the meeting may be by posting in public places, the website or media. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United

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States mail and addressed to the member at his address as it appears on the records of the ASNC, with postage thereon prepaid.

**Section 6: Informal Action by ASNC Members**

No action required by law, or any other action which would require a ASNC vote can be taken without a meeting.

**Section 7: Quorum**

Presence of ten (10) members of the ASNC shall constitute a quorum at any meeting. No business can be conducted without a quorum of ASNC members in attendance but speakers and open discussion can occur.

**Section 8: Public Meetings**

All ASNC meetings shall be public. There shall be no executive or closed meetings. Any resident may be present to observe, speak, or participate. All notices of meetings shall be posted in public areas, a web site or in the media.

**ARTICLE 6: OFFICERS**

**Section 1: Officers**

The offices of the ASNC shall be a Chairman, one or more Vice-Chairman (the number thereof to be determined by the Council), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The ASNC may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Council. No ASNC member can hold more than one office.

**Section 2: Election and Terms of Office**

The officers of the ASNC shall be elected annually by the ASNC at the regular annual meeting of the Council. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be done. New offices may be created and filled at any meeting of the Council. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**Section 3: Removal**

Any officer elected or appointed by the ASNC may be removed by a two-thirds (2/3) vote of the ASNC members present at a duly called meeting

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whenever in its judgment the best interests of the ASNC would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the ASNC for the unexpired portion of the term.

**Section 5: Chairman**

The Chairman shall be the principal executive officer of the ASNC and shall in general supervise and control all the business of the ASNC. The Chairman is responsible for setting the agenda and is the official spokesperson for the council. He/she shall preside at all meetings of the members and of the Council. He/she may sign, with the Secretary or any other proper officer of the ASNC authorized by the Council, any deeds, mortgage, bonds, contracts, or other instruments which the ASNC has authorized to execute, except in cases where the signing and execution thereof shall be expressly delegated by the ASNC or by these bylaws or by statute to some other officer or agent of the ASNC; and in general he/she shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the ASNC from time to time.

**Section 6: Vice Chairman**

In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairmen in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Council. Vice Chairman must sit on one committee.

**Section 7: Treasurer**

If required by the Council, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the ASNC shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the ASNC; receive and give receipts for moneys due and payable to the ASNC from any source whatsoever, and deposit all such moneys in the name of the ASNC in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws;

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and in general perform all the duties as from time to time may be assigned to him or her by the Chairman or by the Council

**Section 8: Secretary**

The Secretary shall keep the minutes of the meetings of the members and of the ASNC in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the records; keep a register of the address of each voting member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/ her by the Chairman or by the Council. The ASNC database of voting residents and stakeholder members shall be maintained by the Secretary and assistant secretaries as required.

**ARTICLE 7: COMMITTEES**

**Section 1: Committees of ASNC Members**

The Council by a majority vote may designate and appoint one or more committees when necessary, each of which shall consist of two or more persons for a specific purpose.

**Section 2: Defined Committees**

- **Bylaws Committee:** The Bylaws committee is a standing committee; its function is to draft proposed amendments to the Bylaws as charged by the Council.
  
- **Marketing Committee:** The marketing committee is a standing committee and is responsible for determining market objectives, identifying and developing strategies to achieve the desired objectives, developing and implementing an action plan to carry out the strategies and evaluating and reporting to the general ASNC on the success of the marketing plan. Specific guidelines for the committee should be approved by the ASNC at its annual meeting.
  
- **Elections Committee:** The standing Elections Committee has the purpose of arranging and conducting special elections and seeing that the stakeholder group/organizations elections are held on a timely basis as the need arises each year when seats come up for re-election or initiation.



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**Section 3: Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the members of the ASNC and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof. Said appointment may be done by selection within the committee, subject to approval by the appointing authority.

**Section 4: Vacancy**

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

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**ARTICLE 8: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1: Contracts**

The ASNC may authorize any officer or officers, agent or agents of the ASNC, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ASNC, and such authority may be general or confined to specific instances.

**Section 2: Checks, Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ASNC shall be signed by two officers who have been appointed as signatories and with the bank used by the ASNC.

**Section 3: Deposits**

All funds of the ASNC shall be deposited from time to time to the credit of the ASNC in such banks; trust companies or other depositories as the ASNC may select.

**Section 4: Gifts**

The ASNC may accept on behalf of the ASNC any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ASNC.

**ARTICLE 9: CERTIFICATES OF MEMBERSHIP**

The ASNC may provide for the issuance of certificates evidencing membership in the ASNC which shall be in such form as may be determined by the Council. Such certificates shall be signed by the Chairman or Vice Chairman and by the Secretary or an Assistant Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered in the records of the ASNC. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the ASNC determines.

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**ARTICLE 10: BOOKS AND RECORDS**

The ASNC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the monthly regular and committee meetings. All books and records of the ASNC may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE 11: FISCAL YEAR**

The fiscal year of the ASNC shall begin on January 1 and end on December 31 of each year.

**ARTICLE 12: AMENDMENTS TO BY-LAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a 2/3 vote of the voting membership at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

**ARTICLE 13: NON-PROFIT STATUS**

The Alief Super Neighborhood Council shall maintain a 501(c) 3 tax-exempt status. The Treasurer shall be responsible for filing the annual tax return.

**ARTICLE 14: ROBERT'S RULES OF ORDER**

All ASNC meetings shall be governed by procedures found in the current edition of Robert's Rules of Order.