

MUSEUM PARK SUPER NEIGHBORHOOD BY-LAWS

Article I – Name

The NAME of the Council shall be the **Museum Park Super Neighborhood Council**, hereafter referred to as the Museum Park SN Council or MPSN Council.

Article II – Boundaries

The Museum Park Super Neighborhood (hereafter referred to as Museum Park SN or MPSN) is bounded by Highway 59 to the north, Almeda Road Corridor to the east, Hermann Park to the south and Main Street Corridor to the west.

Article III – Definitions

The following definitions pertain to terms contained within the Museum Park SN Council By-Laws:

Super Neighborhood – shall refer to the stakeholders within the boundaries set forth in Article II above, joining ranks within the MPSN boundaries for broadest representation of stakeholders (i.e. residents, businesses, museums, Hermann Park stakeholders, faith institutions, health care providers, schools, etc.) of Museum Park to most effectively work with the City of Houston and other organizations. The make-up and voting authority of the Council is set forth in subsequent provisions herein.

Super Neighborhood Council/Council -- shall refer to the group of Delegates appointed in the manner stated in these By-Laws to represent the Stakeholder Organizations existing within the Super Neighborhood boundaries cited in Article II above. The Council serves as a forum for stakeholders to discuss issues impacting their super neighborhood, reach a consensus on projects and develop a super neighborhood action plan (SNAP) or other planning tool for community improvements. The make-up and voting authority of the Council is set forth in subsequent provisions herein.

Stakeholders -- shall refer to the residents and/or organizations residing in, operating in, or owning property within the Super Neighborhood boundaries cited in Article II above, including but not limited to, civic associations, non-profit organizations, faith-based institutions, school districts, and /or businesses.

Active and Participating Stakeholder Organizations – shall refer to those Stakeholder Organizations appointing a Delegate in accordance with these By-Laws to represent their community or organization on the Museum Park SN SN Council. Active and Participating membership of a Stakeholder Organization requires meeting attendance. Sequential absence at more than three regular meetings will result in loss of voting privilege and the Delegate seat will not be counted towards a Quorum, until such time as regular attendance is resumed through attendance at three consecutive meetings.

Council Delegate – shall refer to the individual(s) appointed as a designated Stakeholder representative(s), in the manner set forth in these By-Laws.

Quorum – a Quorum of the Council shall consist of a simple majority of the Active and Participating Delegates.

Article IV Purpose

Section 4.1 – The Museum Park SN Council is organized for charitable, civic, educational, cultural, and general community improvement purposes, including one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Museum Park SN is recognized by the State of Texas as a not for profit corporation operating within the State of Texas; and by the by the United States Internal Revenue Service as a non-profit 501(c)(3). The general purpose and power of the non-profit corporation is 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.

Section 4.2 -- The general 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, and other Stakeholder groups within the boundaries of the Museum Park SN , and to promote and engage in activities for the use and benefit of all Stakeholders within the Super Neighborhood, including but not limited to, (i) seeking consensus and providing Stakeholders with opportunities for advising the Houston City Council, Mayor’s Office and other entities on issues important to the Super Neighborhood; (ii) undertaking a wide range of neighborhood improvement projects determined by the MPSN SN Council and its members; and (iii) with cooperation from the City of Houston, identifying and developing solutions to mutual problems, and developing Super Neighborhood Action Plans (SNAP) or other planning tools to address them.

Article V – Membership

Section 5.1 - The Museum Park SN Council shall be governed by a council composed of the duly designated Active and Participating Delegates of Stakeholder Organizations in the Museum Park SN area. Each recognized Active and Participating Stakeholder Organization shall provide the Council an authorization letter indicating their elected/appointed Delegate(s) and alternate Delegate(s). All Active and Participating Stakeholder Organizations shall consider for each of their respective appointments to the SN Council any Super Neighborhood stakeholder whose interests are common with at least one of the Active and Participating Stakeholder Organizations without the requirement of membership or the payment of fees.

Section 5.2 - Participation in the Museum Park SN Council shall not be limited by the imposition of either membership requirements or fees by the Museum Park SN Council.

Section 5.3 - The Museum Park SN Council prohibits the exclusion of any individual or organization based on race, age, creed, color, religion, gender, sexual orientation or national origin from participating in super neighborhood council activities or serving as a council member.

Article VI – Council Delegates

Section 6.1 - A Delegate to the Council must be a Stakeholder of the Museum Park Super Neighborhood duly appointed by an Active and Participating Stakeholder Organization recognized by the SN Council as representing the interests of a common group of Stakeholder.

Section 6.2 - The number of ~~seats~~ Delegates and the manner in which they are elected or appointed may be amended in the same manner as the By-Laws may be amended.

Section 6.3 – Each Stakeholder Delegate on the Museum Park SN Council shall be allowed one vote which shall be cast by the Stakeholder Delegate or in his/her absence, by a designated alternate through proxy.

Section 6.4 – The Museum Park SN Council shall consist of the following active and participating Stakeholder Groups:

Section 6.4.1 – The Museum Park SN council shall be represented by the following distinct groups:

Residents
Businesses
Museum & Cultural Institutions
Hermann Park
Health Sector
Faith Sector
Education Sector

Section 6.4.2 – The specific Museum Park Delegate positions are:

Residents (4 Delegates) to be nominated as follows:

- **Museum Park Neighborhood Association** shall on an annual basis organize a meeting open to all residents whether a member of the Association or not to nominate three Delegates.
- **Representatives from the Condominium Towers** shall meet on an annual basis to nominate one Delegate to represent the condominium towers for ongoing representation on the Council.

Museum Park Business Alliance (2 Delegates) to be nominated as follows:

- **Museum Park Business Alliance** shall organize a meeting of business owners within the boundaries of Museum Park to select two seats Delegates to the Council.

Museums / Cultural Institutions (2 Delegates) to be nominated as follows:

- **Museum District Association** shall on an annual basis organize a meeting open to all cultural institutions whether a member of the organization or not, to nominate two seats to the Council.

South Main Alliance (1 Delegate) to be nominated as follows:

- **South Main Alliance** shall on an annual basis organize a meeting open to all members to nominate 1 Delegate.

Hermann Park (2 Delegates) to be nominated as follows:

- **Hermann Park Conservancy** to nominate one Delegate
- **Miller Outdoor Theatre** to nominate one Delegate

Health (1 Delegate) to be nominated as follows:

- The Museum Park SN Council shall organize a meeting of health care facilities to select one Delegate to the Council. Thereafter it shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

Faith (1 Delegate) to be nominated as follows:

- The Museum Park SN Council shall organize a meeting of faith-based institutions to select one Delegate to the Council. Thereafter it shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council

Education (1 Delegate) to be nominated as follows:

- The Museum Park SN Council shall organize a meeting of educational institutions to select one Delegate to the Council. Thereafter it shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

Open Seats

In the event that any of these Delegate positions remain open, after best efforts to fill the seat, the Museum Park SN Council may elect to nominate candidates who will responsibly fulfill the role of representing the Stakeholder group as needed

Section 6.4.3 – If any Stakeholder group feels that it is not represented on the Museum Park SN Council by any of the Active and Participating Stakeholder Groups, such group may petition the SN Council to evaluate their grievance and consider action, if deemed by the SN Council to be appropriate.

Article VII – Officers

Section 7.1 - The elected Officers of the Super Neighborhood Council shall be the President, immediate Past President, Vice-President, Secretary, and Treasurer. The Executive shall consist of the elected officers of the Super Neighborhood Council.

Section 7.1.1 – Nominations for elected Officers of the Museum Park SN Council may be submitted to the MPSN Secretary by December 1 of pertinent year. Nominations may be submitted by current MPSN Council members; candidates for elected Officers must have served on the Museum Park SN Council for at least one year. The Museum Park SN Council has the discretion of forming a Nominating Committee composed of current MPSN Council Members, with nominations due to the Museum Park SN Secretary by December 1 of pertinent year. The Museum Park SN Executive Committee shall propose submitted nominations to the Museum Park SN Council for vote by Quorum in January as defined in Section 7.7 and 7.8.

Section 7.1.2 - The Executive Committee shall schedule and convene Museum Park SN Council meetings and between meetings of the Council, act in its behalf to approve and set policies, evaluate projects, communicate with City government and City Council members, communicate with the Super Neighborhood Liaison, promote participation in City governance, and establish committees to carry out these and other functions as needed.

Section 7.2 - 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.

Section 7.3 – The Immediate Past President shall provide advice and leadership to the Council regarding past practices and other matters. As a member of the Executive Committee, the Immediate Past President shall support the President and advise the committee.

Section 7.4 - The Vice-President shall preside at meetings in the absence of the President. This office shall assist the President and shall perform various duties.

Section 7.5 - The Secretary shall keep an accurate record of proceedings of all meetings, act as custodian of current records, and file and maintain up-to-date Stakeholder lists and attendance records, including any lists or records generated through email and other computer-based sources.

Section 7.6 - The Treasurer shall keep an up-to-date record of all financial transactions, receive all money, and deposit funds in the bank. This Officer shall disburse money as authorized by the Council.

The Treasurer shall present a report of finances at each general meeting of the Council. Checks disbursed shall contain the signatures of two of the following: President, or Vice President, and the Treasurer.

Section 7.7 – All Officers shall be elected at the regular Annual Meeting by Quorum of ~~the members~~ of the Council. Officers shall be installed at the first general meeting in January of each year.

Section 7.8 - All Officers shall be elected by a simple majority Quorum of the Council.

Section 7.9 - 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 7.11 - 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 Quorum of the Super Neighborhood Council.

Section 7.12 – Financial remuneration for expenses incurred on the Council's behalf must be submitted to the Treasurer and approved by the President. In the case of a reimbursement request by the President, the Vice President shall review and approve those requests. Upon approval by the President or Vice President as defined, the Treasurer shall issue quarterly payments to individuals who have submitted detailed expense reports as described above. Reimbursements must be submitted within ninety (90) days or shall be considered donations.

Article VIII Committees

Section 8.1 - Standing Committees of the MPSN are defined as (1) Infrastructure and Quality of Life (2) Safety and Security, and (3) Technology. The Executive Committee shall appoint the Standing Committee Chairpersons.

Section 8.1.1 – The Chair of the Infrastructure and Quality of Life Committee shall lead and organize the efforts of the committee to promote aesthetic and capital improvement investment within the Super Neighborhood.

Section 8.1.2 – The Quality of Life Committee Chairperson shall select the Quality of Life Committee members.

Section 8.1.3 – The Chair of the Safety and Security Committee shall lead and organize the efforts of the committee to promote the safety, security, and well-being of the residents, visitors, and property within the Super Neighborhood.

Section 8.1.4 – The Safety and Security Committee Chairperson shall select the Safety and Security Committee members.

Section 8.1.5 – The Chair of the Technology Advisory Committee shall build and maintain the Museum Park SN Website advising the board on appropriate technologies and formats for the site. The Technology Chairperson through the Museum Park SN website shall facilitate communications to Museum Park SN Stakeholders as directed by the Council.

Section 8.1.6– The Technology Advisory Chairperson shall select the Technology Advisory Committee members.

Section 8.2 – Ad-hoc Committees shall be established as the need arises by the Council.

Section 8.2.1 – The Executive Committee shall appoint Ad-Hoc Committee Chairpersons.

Section 8.2.2 – Committee Chairpersons and Committee members need not be Council members; however, they must be a Stakeholder, a representative of a Stakeholder organization or potential Stakeholder organization.

Section 8.2.3 – The committee members shall be selected by the Committee Chairperson.

Article IX Meetings

Section 9.1 - The general meeting of the Museum Park SN shall be held at a time and place to be designated by the Council. A Quorum is required for the transaction of business at a general meeting. All Museum Park SN Council activity will be conducted in open meetings where community Stakeholders may observe discussions and participate under defined circumstances.

Section 9.2 - 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.

Article X – Procedures

The most current edition of “Robert’s Rules of Order” shall be the guide for procedure in all points of order not specifically covered by the By-laws.

Article XI – 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 duly noted meeting of the Museum Park SN Council, read, posted, and approved by a two-thirds (2/3) majority vote of Active and Participating Council Delegates.