

Spring Branch Central Super Neighborhood Council

By-Laws

Approved August 3, 2000 by Meeting Attendees
and Council August 3 , 2000

Article I - Name

The name of the organization shall be **SPRING BRANCH CENTRAL SUPER NEIGHBORHOOD COUNCIL**, hereinafter referred to as SBC-SNC.

Article II - Boundaries

The SBC-SNC boundaries generally are:

- South: 110 from Blalock west to Adkins, western and northern Spring Valley city limits
- North: Clay Road from Campbell Road west to Hempstead Highway; Hempstead Highway southeast to Rannie; west along the Wilson Court Subdivision northern border to Soway, south along the western border of Wilson Court Subdivision and Langwood Section 2 Subdivision to Emnora, east on Emnora to Bingle.
- East: Bingle from Emnora south to Spring Valley city limits
- West: Blalock from 1-10 north to Campbell Road, Campbell Road from Blalock north to Clay Road

Boundaries may be expanded to incorporate contiguous areas with the approval of the Mayor's office and a majority vote of the SBC-SNC.

Article III - Purpose

Section 3.1 - The SBC-SNC is organized exclusively for one or more of the purposes specified in Section 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code, and an application may be filed with the Internal Revenue Service for the 501(c)(3) or 501(c)(4) nonprofit status, if and when so determined by the Super Neighborhood Council.

Section 3.2 - The purpose for which this SBC-SNC is organized shall be to promote the civic betterment and social welfare and well being of those certain residents, business and property owners and other stakeholder groups within the boundaries of the SBC-SNC, and to promote and engage in activities for their use and benefit. These organizations within this area being situated in Houston, Harris County, Texas, and being that area identified in Article II.

Section 3.3 - The general purpose and power of SBC-SNC is to have and exercise all rights and powers conferred on nonprofit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, or those powers which may hereinafter be conferred; (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 SBC-SNC; (ii) undertake a wide range of neighborhood improvement projects determined by the members; and (iii) with cooperation from the City of Houston and other entities, identify and develop solutions to mutual problems; (iv) initially to develop a Super Neighborhood Action Plan (SNAP) to address them.

Section 3.4 - Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Article IV - Membership

Section 4.1 - Membership in the SBC-SNC shall consist of duly designated delegates of eligible organizations such as civic clubs, civic associations, tenants' associations, neighborhood block associations, nonprofit 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 geographic boundaries of the said SBC-SNC. It is specifically understood that no one resident, business, faith-based institution, etc., would be a member delegate of SBC-SNC, but rather that they may participate through an appropriate neighborhood organization. Special interest groups are specifically excluded, i.e., governmental entities and ad hoc committees. Article V explains the manner of determination of the council member delegates.

Section 4.2 - Any stakeholder within the SBC-SNC area shall have the right to be represented through either appropriate existing or new eligible organizations.

Section 4.3 - Participation in the SBC-SNC shall not be limited by the imposition of membership requirements or fees, neither by the Council, nor by participating organizations.

Section 4.4 - Exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation or national origin from participating in the SBC-SNC activities or serving as a SBC-SNC member or executive committee member shall be prohibited.

Section 4.5 - The function of the SBC-SNC shall be to make policies, evaluate projects, set goals and to act on behalf of the SBC-SNC as voted on and required.

Section 4.6 - SBC-SNC delegate participation shall be confirmed at the beginning of

each regular meeting of the full SBC-SNC.

Article V SBC-SNC Delegates and Voting Authority

Section 5.1 - The SBC-SNC consists of the following delegates, each having one vote:

Nine initial residential seats, appointed annually by the respective boards of each of the following civic associations that are to provide an authorization letter indicating their delegate:

Langwood II Civic Association
Binglewood Civic Club
Briarcrest Townhome Association
Campbell Woods Civic Association
Hollister Place Civic Association
Holly Terrace Civic Association
Kempwood North Civic Association
Outpost Estates Civic Association
Spring Branch Addition Civic Association
Spring Branch Estates II Civic Association
Spring Branch Oaks Civic Association
Springwood/Timber Creek Civic Club
United Civic Club
Western Oaks Civic Association

As the number of participating resident associations increases, each newly participating organization will appoint a delegate and the number of residential delegates will increase.

Section 5.1.1 One business delegate, selected annually by the West Houston Chamber of Commerce - Spring Branch Division.

Section 5.1.2 One business delegate, selected by all participating business interests in the geographic boundaries of SBC-SNC annually at their own meeting, or in lieu of that, at the first SBC-SNC meeting of the year by those interests in attendance with an authorization letter to vote from the business they represent.

Section 5.1.3 One faith-based institution delegate, selected by all participating faith-based interests in the geographic boundaries of SBC-SNC annually at their own meeting, or in lieu of that, at the first SBC-SNC meeting of the year by those interests in attendance with an authorization letter to vote from the religious organization they represent.

Section 5.1.4 One educational based delegate, selected by all participating educational interests in the geographic boundaries of SBC-SNC annually at their own meeting, or in lieu of that, at the first SBC-SNC meeting of the year by those interests in

attendance with an authorization letter to vote from the religious organization they represent.

Section 5.1.5 One health-care institution based delegate, selected by all participating health-care interests in the geographic boundaries of SBC-SNC annually at their own meeting, or in lieu of that, at the first SBC-SNC meeting of the year by those interests in attendance with an authorization letter to vote from the religious organization they represent.

Section 5.1.6 One open delegate, selected by all other participating organizations in the geographic boundaries of SBC-SNC annually at their own meeting, or in lieu of that, at the first SBC-SNC meeting of the year by those in attendance with an authorization letter to vote from the entity they represent. Only organizations that do not fall into other categories listed above, such as community organizations, would be included.

Section 5.2 - The number of delegates and the manner in which they are elected may be modified from time to time in the manner set out in this document for amendment of by-laws.

Section 5.3 - Members of the SBC-SNC must be residents of Harris County, Texas and live or work within the Houston City limits.

Section 5.4 - Each entity designating a delegate may at their discretion designate an alternate delegate whose function will be to substitute for their primary delegate as needed and when doing so, have the same powers and responsibilities with the exception of officer position, powers and responsibilities.

Article VI Executive Committee

Section 6.1 - The functions of the Executive Committee shall include, but not be limited to: convening and administering the Executive Committee and SBC-SNC meetings to approve and set policies; to evaluate projects; communicate with City government and with SBC-SNC members; communicate with the Super Neighborhood Council City Liaison; promote participation in City governance; establish committees to carry out these and other functions as needed. The Executive Committee consists of the President, the Executive Vice President, the Secretary, the Assistant Secretary, and the Treasurer.

Article VII - Officers

Section 7.1 - The officers shall consist of a President, an Executive Vice President, a Secretary, an Assistant Secretary, and a Treasurer.

Section 7.2 - The functions of these officers are set in this and subsequent articles.

Section 7.3 - The President shall preside over all meetings. The President shall have

the authority to conduct meetings and to maintain order. The Executive Committee shall appoint all committee chairs.

Section 7.4 - The Executive Vice President 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 7.5 - The Secretary shall keep an accurate record of proceedings of all meetings, attend to correspondence, when applicable, act as custodian of all records, as well as maintain current membership information and attendance records.

Section 7.6 - The Assistant Secretary shall review and attend to all in-coming and out-going correspondence of the **SBC-SNC**. The Assistant Secretary assumes the duties of the Secretary in his or her absence.

Section 7.7 - The Treasurer shall keep an accurate record of all financial transactions, receive all monies, and deposit funds, if any, in the bank. This officer shall disburse monies as authorized by the SBC-SNC. The Treasurer shall present a report of finances at each SBC-SNC meeting. Checks disbursed shall contain the signature of the Treasurer as well as the signature of one of the other members of the Executive Committee.

Section 7.8 - Officers shall be duly elected every two years as the first order of business at the first meeting of the SBC-SNC of each year by a quorum of the voting members of the SBC-SNC. Officers shall be installed at that meeting immediately after their election and hold office for (2) years. The President and Assistant Secretary shall be elected in even years. The Executive Vice President, Secretary, and Treasurer shall be elected in odd years.

Section 7.9 - No officer shall serve in the same position for more than two (2) consecutive terms.

Section 7.10 - A vacancy in an office shall be filled by a special election by a quorum of the members of the SBC-SNC. Officers elected to fill the vacancy shall assume office at the first meeting following the special election and shall hold office until the next regular installation of officers.

Section 7.11 - Any officer who fails to meet the obligations of their office may be removed from office by a two-thirds (2/3) majority vote at an SBC-SNC meeting where a quorum is present.

Article VIII - Meetings

Section 8.1 - Meetings of the SBC-SNC shall be held not less frequently than once per year in January. The day, date, time, and location of each meeting is to be set by the President (with the approval of the members of the Executive Committee present) during the preceding meeting. The SBC-SNC may provide, by resolution, the time and

place for the holding of additional regular meetings of the SBC-SNC. Meetings will be held in the SBC-SNC general geographic area but may be held outside of that area if no suitable location is available within the SBC-SNC geographic area.

Section 8.2 - Special meetings may be called by the President or Executive Vice President or by the written request to either or both by a quorum of the members. The Executive Committee will call requested meetings within a three (3) week time frame.

Section 8.3 - A simple majority of SBC-SNC members shall constitute a quorum for the transaction of business at an SBC-SNC meeting. Note that this is a quorum of the filled seats, i.e., unfilled seats are not included. For example, if the faith-based institution seat is vacant, that seat is not included in the total from which the majority is calculated.) If less than a majority of the SBC-SNC members are present at any meeting, a majority of the SBC-SNC members present may adjourn the meeting.

Section 8.4 - SBC-SNC stakeholders may participate via meetings open to the public and will be notified of decisions through their participating organizations, respective civic association meetings and/or newsletters and may be published in various newspapers available to the community.

Section 8.5 - All SBC-SNC meetings shall be conducted where all may observe discussions and participate. An individual wishing to speak to the SBC-SNC shall sign a "Speakers List" at the beginning of the meeting and shall be allowed three (3) minutes to speak, unless SBC-SNC desires more information from said speaker.

Section 8.6 - Notice of any regular or special meeting of the SBC-SNC shall be given at least five (5) days previously by written notice delivered personally or sent by mail or electronically to each SBC-SNC delegate at his address as shown on the records of the organization. The annual meeting will be announced via press release distributed to local newspapers.

Article IX - Committees

Section 9.1 - There shall be no standing committees.

Section 9.2 - Special committees shall be established as the need arises. Chairpersons of these committees shall be appointed by the President or in his absence the Executive Vice President.

Section 9.3 - The committee chairperson shall appoint at least two additional committee members.

Section 9.4 - Committee chairpersons and committee members need not necessarily be SBC-SNC members, however they must be affiliated with stakeholder or potential stakeholder organizations and approved by the President or in his absence the Executive Vice President.

Article X - Procedures

“Robert’s Rules of Order” shall be the guide for procedure in all points of order not 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 meeting of the SBC-SNC, read and approved by a two-thirds (2/3) majority vote of SBC-SNC at two consecutive meetings at which a quorum is present at each meeting.

Article XII - Dissolution

The SBC-SNC may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) majority vote of SBC-SNC at two consecutive meetings at which a quorum is present at each meeting.