

**BY-LAWS OF  
SPRING BRANCH WEST SUPERNEIGHBORHOOD  
A NOT-FOR-PROFIT CORPORATION.**

**ARTICLE I  
ORGANIZATION**

- 1.01 The name of the organization shall be Spring Branch West Superneighborhood.
- 1.02 The organization may at its pleasure by a vote of the membership body change its name.

**ARTICLE II  
PURPOSES**

- 2.01 The following are the purposes for which this organization has been organized: 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 Spring Branch West Superneighborhood and throughout Spring Branch and to promote and engage in activities for their use and benefit. These organizations within this area being situated in Houston, Harris County, Texas.

**ARTICLE III  
MEMBERSHIP**

- 3.01 Membership in this organization shall be open to all who live, work, or influence the area of the city of Houston known as Spring Branch West Superneighborhood #86.

**ARTICLE IV  
MEETINGS**

- 4.01 The annual membership meeting of this organization shall be held, immediately after and at the same place as, the annual meeting of members. The Secretary shall cause to be mailed or e-mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
- 4.02 Regular meetings of this organization shall be held as prescribed. The presence of not less than 20% percent of the corporations officers shall constitute a quorum and shall be necessary to conduct the business of this organization; from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent (mail or e-mail) to all those members who were not present at the meeting originally called.
- 4.03 The president may call special meetings of this organization when he deems it for the best interest of the organization. Notices of such meeting shall be mailed/e-mailed to all members at their addresses as they appear in the membership roll book at least five (5) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 30% percent of the members of the Board of Directors or 20% percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing or e-mail at least five (5) days before the requested scheduled date.

**ARTICLE V  
VOTING**

- 5.01 At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

**ARTICLE VI  
ORDER OF BUSINESS**

- 6.01 1. Roll Call.2. Reading of the Minutes of the preceding meeting.3. Reports of Committees.4. Reports of Officers.5. Old and Unfinished Business.6. New Business.7. Adjournments.

**ARTICLE VII  
BOARD OF DIRECTORS**

- 7.01 The business of this organization shall be managed by a Board of Directors consisting of 15 members, together with the officers of this organization.
- 7.02 The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.
- 7.03 The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. 20% percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.
- 7.04 Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- 7.05 Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- 7.06 The President of the organization by virtue of his office shall be Chairman of the Board of Directors.
- 7.07 A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

**ARTICLE VIII  
OFFICERS**

- 8.01 The initial officers of the organization shall be as follows: President: Executive Vice-President  
Vice-President: Secretary: Assistant Secretary: Treasurer:
- 8.02 The President shall preside at all membership meetings. The President shall by virtue of office be Chairman of the Board of Directors and present at each annual meeting of the organization an annual report of the work of the organization. The President shall appoint all committees, temporary or permanent. The President shall see all books, reports and certificates required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the organization. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- 8.03 The Executive Vice President shall in the event of the absence or inability of the President to exercise their office become acting president of the organization with all the rights, privileges and powers as if they had been the duly elected president.
- 8.04 The Vice President shall in the event of the absence or inability of the President or the Executive Vice-President to exercise their office become acting president of the organization with all the rights, privileges and powers as if they had been the duly elected president.
- 8.05 The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall be the official custodian of the records and seal of this organization. The Secretary may be one of the officers required to sign the checks and drafts of the organization. The Secretary shall present to the Board of Directors at any meetings any communication addressed to the Secretary of the organization.
- 8.06 The Assistant Secretary shall in the event of the absence or inability of the Secretary to exercise their office become acting Secretary of the organization with all the rights, privileges and powers as if they had been the duly elected Secretary.
- 8.07 The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.
- 8.08 Officers shall by virtue of their office be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

**ARTICLE IX  
LIMITATION OF LIABILITY**

- 9.01 No person shall be liable to the organization for monetary damages for any act or omission in such person's capacity as a director, officer, committee member, agent or employee of the organization, except that this Section does not eliminate or limit the liability of a person for a (I) a breach of a

person's duty of loyalty to the organization; (II) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (III) a transaction from which a person received improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office (IV) an act or omission for which the liability of the person is expressly provided for by statute; (V) any other act for which a person's liability cannot be eliminated or limited under the laws of Texas. The foregoing elimination of liability to the organization for monetary damages shall not be deemed exclusive of any other rights, limitations or liability or indemnity to which a person may be entitled under any other provisions of the Articles of Incorporation or Bylaws of the Organization, contract or agreement, vote of directors, principle of law or otherwise.

#### **ARTICLE X SALARIES**

- 10.01 The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### **ARTICLE XI COMMITTEES**

- 11.01 There shall be no standing committees.
- 11.02.1 Special committees shall be established as the need arises. Chairpersons of these committees shall be appointed by the President or in the President's absence the Executive vice President, or by the Vice President in the absence of both the President and the Executive Vice President.

#### **ARTICLE XII DUES**

- 12.01 The dues of this organization shall be \$ \_\_\_\_\_ per annum and shall be payable on [DATE].

#### **ARTICLE XIII AMENDMENTS**

- 13.01 These by-laws may be amended at any general meeting of the organization provided that amendments have been submitted in writing at the previous general meeting. The adoption of the amendment shall require a two-thirds (2/3) vote in the affirmative of the members present at any meeting at which there is a quorum.

These Bylaws are adopted and effective as of \_\_\_\_ \_\_, 2000.