

MEMORIAL SUPER NEIGHBORHOOD COUNCIL
BY-LAWS

Amended as of ●, 2010

Article I. – Name

The name of the corporation shall be the Memorial Super Neighborhood Council.

Article II. – Definitions

The capitalized terms defined in this Article II, whenever used in these by-laws, shall have the following meanings for all purposes of these by-laws:

“*Alternates*” means, collectively, the HOA Alternates and the Non-HOA Alternates.

“*Corporation*” means Memorial Super Neighborhood Council, a Texas nonprofit corporation.

“*Council*” means the governing body of the Corporation, which body shall be composed of the Members represented by their Delegates and Alternates.

“*Delegates*” means, collectively, the HOA Delegates and the Non-HOA Delegates.

“*HOA Alternate*” means the duly authorized individual that represents an HOA Member on the Council in the absence of the HOA Member’s Delegate.

“*HOA Delegate*” means the duly authorized individual that represents an HOA Member on the Council.

“*HOA Members*” means the Members selected pursuant to Section 6.1.

“*Members*” means the entities selected from Stakeholders pursuant to the terms of these by-laws to be on the Council.

“*Non-HOA Alternate*” means the duly authorized individual that represents a Non-HOA Member on the Council in the absence of the Non-HOA Member’s Delegate.

“*Non-HOA Delegate*” means the duly authorized individual that represents a Non-HOA Member on the Council.

“*Non-HOA Members*” means the Members selected pursuant to Section 6.2, 6.3, 6.4 or 6.5.

“*Non-HOA Residential Stakeholders*” means those Stakeholders that are neighborhoods consisting of single family homes not part of homeowners’ associations.

“*Stakeholders*” means civic clubs, civic associations, homeowners’ associations, tenants’ associations, neighborhood block associations, non-profit public service organizations, community business associations, associations of churches or other faith-based institutions, associations of educational institutions, neighborhoods consisting of single family homes not part of homeowners’ associations and other entities situated and conducting business within the Super Neighborhood.

“*Super Neighborhood*” means the Memorial Super Neighborhood located solely within the City of Houston, Texas as determined by the City of Houston.

Article III. – Boundaries

The boundary of the Super Neighborhood is generally Interstate 10 to the north, Buffalo Bayou to the south, State Highway 6 to the west, and the incorporated Villages of Hedwig, Bunker Hill and Piney Point to the east.

Article IV. – Purpose

Section 4.1 – The general purpose and power of the Corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the Texas Business Organizations Code for nonprofit corporations and those powers that may hereinafter be conferred.

Section 4.2 - The specific purposes for which the Corporation is organized shall be to promote the civic betterment, social welfare and well-being of the residents, business and property owners, and other stakeholder groups within the Super Neighborhood, and to promote and engage in activities for their use and benefit. In addition the Corporation shall (i) seek a consensus and provide an opportunity to advise the Houston City Council, the City of Houston Mayor's office and other entities on issues important to the Super Neighborhood, (ii) undertake neighborhood improvement projects determined by the Council and (iii) in cooperation with the City of Houston, identify and develop solutions to mutual issues.

Section 4.3 - The Corporation is organized for one or more of the purposes specified in Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, and an application may be filed with the Internal Revenue Service for 501(c)(3) or 501(c)(4) non-profit status, if and when so determined by the Council.

Article V. – Membership

Section 5.1 - The Corporation shall be governed by the Council. No single resident, business, faith-based organization or other entity (excluding homeowners' associations) shall be a Member; *provided, however*, such entity may be represented as provided in Article VI.

Section 5.2 - Participation in the Corporation or on the Council shall not be limited by the imposition of fees or, except as provided by these by-laws, any other requirements.

Section 5.3 - No individual or entity shall be excluded on the basis of race, age, creed, color, religion, gender, sexual orientation or national origin from participating in Council activities or serving as a Delegate or Alternate; *provided however* that each Delegate and Alternate must be at least 18 years of age.

Section 5.4 – Each Stakeholder shall have the right to be represented, either through new or existing Members.

Article VI. – Council Seats

Section 6.1 – The Council shall include each of the following HOA Members:

Ashford Forest Civic Club Sections 1 & 2 Inc.	Memorial Hollow Citizens, Inc.
Autumn Oaks Civic Club, Inc.	Memorial Thicket Homeowners Association, Inc.
Barker’s Landing Homeowners Association, Inc.	Nottingham Forest Civic Association, Inc.
Brittwood Homeowners Association, Inc.	Nottingham Forest Homeowners Association, Inc.
Bunker Hill West Civic Club	Somerset Place Association, Inc.
Ethan's Glen Community Association, Inc	Tealwood Homeowners Association, Inc.
Fleetwood Property Home Owners Association	Winding Brook Acres HOA
Fonn Villas Civic Association, Inc.	West Bayou Oaks Central Townhome Association
London Town Homes Condominium Association, Inc.	Westchester Owners Committee, Inc.
Memorial Bend Civic Association	Westchester Villa Maintenance Association, Inc.
Memorial Club Townhouse Association	Yorkshire Civic Association
Memorial Drive Acres, Section One (1), Home Owners Association	Frostwood Community Improvement Association
Marywood HOA	

The foregoing list shall not be construed as limiting the number of homeowner association Stakeholders eligible to become an HOA Member through an amendment to these by-laws.

Section 6.2 – Business Member. The Council shall include one Member selected by all participating for-profit business Stakeholders annually at their own meeting or, in lieu thereof, at the annual meeting of the Council by those Stakeholders in attendance with an authorization letter to vote from the for-profit business Stakeholders they represent. If desired, such participating for-profit business Stakeholders may also select one alternate entity.

Section 6.3 – Nonprofit Member. The Council shall include one Member selected by all participating nonprofit Stakeholders annually at their own meeting or, in lieu thereof, at the annual meeting of the Council by those Stakeholders in attendance with an authorization letter to vote from the nonprofit Stakeholders they represent. These may be faith-based organizations, community based service providers, medical service providers, social service providers or community development corporations located within the Super Neighborhood. If desired, such participating nonprofit Stakeholders may also select one alternate entity.

Section 6.4 – Education Member: The Council shall include one Member selected by all participating educational Stakeholders annually at their own meeting, or in lieu thereof, at the annual meeting of the Council by those Stakeholders in attendance with an authorization letter to vote from the educational institution Stakeholders they represent. These may be schools, school districts or other educational institutions located within the Super Neighborhood. If desired, such participating educational Stakeholders may also select one alternate entity.

Section 6.5 – Non-HOA Residential Member: The Council shall include one Member representing the Non-HOA Residential Stakeholders. Selection of the Member's Delegate and, if desired, its Alternate shall be made annually at a meeting attended by persons residing within any Non-HOA Residential Stakeholder, or in lieu thereof, at the annual meeting of the Council by those persons residing within a Non-HOA Residential Stakeholder Member.

Section 6.6 – Each Member shall be allowed one vote, which shall be cast by its Delegate or, in the absence of its Delegate, its Alternate. Each Member shall provide the Council an authorization letter indicating its duly elected/appointed Delegate and, if desired, its Alternate on a yearly basis at the annual meeting of the Council. Such Member may remove and designate a new Delegate and Alternate during the year, but in no case more than twice during any one year. An Alternate will have the same rights as the Delegate in the absence of the Delegate.

Section 6.7 – If neither an HOA Delegate nor his HOA Alternate has attended more than one of the previous four general meetings, then the HOA Delegate and the HOA Alternate shall automatically be removed from the Council and may not be replaced by the HOA Member designating that HOA Delegate and HOA Alternate until the next annual meeting of the Council. After removal, the number of authorized Members shall be automatically reduced by one. The Council may elect to continue such HOA Member on the Council but only by the affirmative vote of two-thirds of the Members represented at a general meeting at which a quorum is present. If neither an HOA Delegate nor his HOA Alternate has attended more than one of the previous three general meetings, the Council will notify the HOA Member designating that HOA Delegate and HOA Alternate of such, but the failure to provide that notice shall not have any effect on removal.

Article VII. – Officers

Section 7.1 – The officers of the Corporation shall be elected by the Council and shall consist of a president, vice-president, recording secretary, communication secretary and treasurer. The officers of the Corporation shall comprise the Executive Committee. Officers need not be Delegates or Alternates, however, they must be affiliated with a Stakeholder.

Section 7.2 – The Executive Committee shall schedule, convene and, to the extent the Council has not acted, set the agenda for Council meetings. Between meetings of the Council, the Executive Committee shall develop policies for approval by the Council, evaluate projects and communicate with Houston City Council, the City of Houston Mayor’s office, the City Liaison Super Neighborhood Coordinator and other members of local government.

Section 7.3 – The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all the business of the Corporation. The president is the official spokesperson for the Corporation. The president shall preside at all meetings of the Council and the Executive Committee. The president may sign, with the Secretary or any other proper officer authorized by the Council, any deeds, mortgage, bonds, contracts or other instruments that the Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council, these by-laws or statute to some other officer or agent of the Council; and in general the president shall perform all duties incident to the office of president and such other duties as may be assigned by the Council from time to time.

Section 7.4 – In the absence of the president or in the event of the president’s inability or refusal to act as instructed by resolution duly adopted by the Council, the vice-president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned by the president or by the Council from time to time.

Section 7.5 – The recording secretary shall keep an accurate record of proceedings of all meetings of the Council and the Executive Committee; attend to correspondence not managed by the communication secretary; act as custodian of Corporation records; give notices of meetings; and file and maintain up-to-date attendance records of Delegates and Alternates, lists of Members, Delegates and Alternates, including contact information and authorization letters from each Member designating its Delegate and Alternate. The recording secretary shall perform such other duties as may be assigned by the president or by the Council from time to time.

Section 7.6 – The communication secretary shall attend to all electronic in-coming and out-going correspondence of the Corporation, and manage the web presence of the Corporation. The communication secretary shall perform such other duties as may be assigned by the president or by the Council from time to time.

Section 7.7 – The treasurer shall keep an up-to-date record of all financial transactions of the Corporation; have charge and custody of and be responsible for all funds and securities of the Corporation; receive and deposit all money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Council; disburse money as authorized by the Council; and in general perform all the duties as may be assigned to him by the president or by the Council from time to time.. The treasurer shall present a report of finances at each general meeting of the Council. Checks disbursed shall contain the signatures of both the treasurer and either the president or the vice president.

Section 7.8 – The initial officers of the Corporation shall be elected at the November 2009 general meeting of the Council. The term of the vice-president, the recording secretary and the communications secretary elected in November 2009 will end at the Council’s annual meeting in 2011. The term of all other officers elected in November 2009 will end at the Council’s annual meeting in 2012. Thereafter, all officers of the Corporation will be elected at the Council’s annual meeting for two-year terms to succeed those officers whose term has expired.

Section 7.9 – No person may be elected to serve three consecutive terms as an officer of the Corporation.

Section 7.10 – All officers shall be elected by the affirmative vote of the majority of Members represented at a meeting of the Council at which a quorum is present.

Section 7.11 – Any vacancy occurring in any office by death, resignation, removal or otherwise shall be filled by the Council at its next general meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7.12 – Any officer may be removed for or without cause by the Council by the affirmative vote of two-thirds of Members represented at any general meeting at which a quorum is present.

Article VIII. – Committees

Section 8.1 – The Council, by resolution adopted by the affirmative vote of the majority of Members represented at any general meeting at which a quorum is present, may designate and appoint one or more committees, each of which shall consist of three or more persons, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Council in the management of the Corporation, except that no committee (including the Executive Committee) shall have the authority of the Council in reference to amending, altering

or repealing these by-laws; electing, appointing or removing any Member, Delegate, Alternate or officer of the Corporation; or amending, altering or repealing any resolution of the Council that by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council, or any individual Delegate or Alternate, of any responsibility imposed upon him by law.

Section 8.2 – Unless otherwise provided in a resolution of the Council, (i) the Council will appoint one or more persons as organizers of any newly created committee with only the authority to select the initial members of that committee; (ii) committee chairpersons shall be (x) selected by the members of the committee at a meeting of that committee and (y) approved by the Council; (iii) all members of a committee shall have the right to make a motion nominating a person to become a member of that committee and, if that motion is duly adopted by the committee at its meeting, then such person immediately becomes a member of that committee; and (iv) any member of a committee may be removed from that committee upon a motion made by another member of that committee if that motion is duly adopted by the committee at its meeting. Removal may be with or without cause.

Section 8.3 – Committee chairpersons and committee members need not be Delegates or Alternates, however, they must be affiliated with a Stakeholder.

Section 8.4 – Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.5 – Each committee may adopt rules for its own governance consistent with these by-laws and with rules adopted by the Council.

Article IX. – Meetings

Section 9.1 – The general meeting of the Council shall be held on the fourth Monday of each month at a time and place to be designated by the Council. The annual meeting of the Council shall be the general meeting held in January of each year. All Council general meetings will be conducted in open meetings where Stakeholders may observe discussions and participate as set forth in these by-laws or as otherwise permitted by the Council.

Section 9.2 – In the event that a general meeting falls on a legal holiday, the time and date of that general meeting may be changed by the Council.

Section 9.3 – One-third of the duly designated Members represented at a meeting shall constitute a quorum for the transaction of business at a general meeting. If a quorum is not present at any general meeting, the Members represented shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. After an adjournment, at any reconvened general meeting any business may be transacted that might have been transacted if the general meeting had been held, provided a quorum is present.

Section 9.4 – The Council shall have as part of its general meetings' agenda a time period of at least 15 minutes, but not to exceed 60 minutes, for individuals residing or working within the Super Neighborhood to address the Council. Each individual will be limited to three minutes, must have his name and topic added to the agenda, and must complete a sign-in sheet prior to the beginning of the meeting.

Article X. – Procedures

The current edition of "Robert's Rules of Order" shall be the guide for procedure in all points of order not covered by these by-laws.

Article XI. – Amendment of By-Laws

These by-laws may be amended, altered or repealed, or new by-laws may be adopted in each case by the affirmative vote of two-thirds of Members represented at any general meeting at which a quorum is present; provided that the proposed amendment, alteration, repeal or adoption is presented to the Council at the general meeting immediately preceding the meeting at which the vote will be taken.

Article XII. – Offices

The Corporation may have such offices, either within or outside of the State of Texas, as the Corporation may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Business Organizations Code. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Corporation.