

BRAESWOOD SUPER NEIGHBORHOOD BY-LAWS

Article I. – Name

The name of the organization shall be the **Braeswood Super Neighborhood**.

Article II. – Boundaries

The **Braeswood Super Neighborhood** is generally bounded by City of Southside Place and Holcombe Blvd. to the north; Kirby Dr. to Brays Bayou to South Main St to the east; I-610 to the south; and Union Pacific railroad to the west.

Article III – Definitions

The following definitions pertain to terms contained within the **Braeswood Super Neighborhood By-Laws**:

1. *Super Neighborhood* – shall refer to the conglomeration of smaller, contiguous communities grouped together that fall within the boundaries set forth in Article II above.
2. *Stakeholders* -- shall refer to the residents and/or organizations situated in and 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 business associations.
3. *Super Neighborhood Council* -- shall refer to the group elected in the manner stated in these By-Laws to represent the stakeholder organizations (as defined within these By-Laws) existing within the Super Neighborhood boundaries cited in Article II above. The make-up and voting authority of the Council is set forth in subsequent provisions herein.
4. *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 Super Neighborhood Council.
5. *Delegate* – shall refer to the individual appointed as the designated stakeholder representative from an active and participating stakeholder organization.
6. *Quorum* – a quorum of the Council shall consist of one-third (1/3) of the duly designated Council delegates in attendance and proxies.

Article IV - Purpose

Section 4.1 – The **Braeswood Super Neighborhood** is organized for charitable, civic, educational, cultural, and general community improvement purposes, including one or more of the purposes specified in Section 501(c)(4) of the Internal Revenue Code, or corresponding section of

any future federal tax code. An application may be filed with the Internal Revenue Service for the 501(c)(3) or 501(c)(4) non-profit status, if and when so determined by the Council. The general purpose and power of the non-profit corporation, once established, 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 Super Neighborhood, 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) 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 Super Neighborhood; (ii) undertake a wide range of neighborhood improvement projects determined by the members; and (iii) with cooperation from the City of Houston, identify and develop solutions to mutual problems, and develop Super Neighborhood Action Plans (SNAP) to address them.

Article V – Membership

Section 5.1 - The **Braeswood Super Neighborhood** shall be governed by a Super Neighborhood Council composed of the duly designated delegates of eligible organizations such as civic associations, non-profit organizations, faith-based institutions, school districts, and /or business associations that are stakeholders in the Braeswood Super Neighborhood area.

Section 5.2 - It shall be the right of any stakeholder within the boundaries defined in Article II to participate in the Super Neighborhood

Section 5.3 - Participation in the **Braeswood Super Neighborhood** shall not be limited by the imposition of membership requirements or fees either by the Super Neighborhood Council or participating organizations.

Section 5.4 - The **Braeswood Super Neighborhood** 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 Seats

Section 6.1 - A delegate to the Council must be a designated stakeholder representative of the organization they represent. All residential delegates shall live within and/or own residential property within the boundaries of the Super Neighborhood.

Section 6.2 - The number of seats and the manner in which they are elected may be amended in the same manner as the by-laws may be amended.

Section 6.3 – Each stakeholder organization or entity with a seat on the Super Neighborhood Council shall be allowed one vote which shall be cast by the stakeholder delegate, or in his/her absence, by a designated alternate. Each represented stakeholder on the **Braeswood Super Neighborhood Council** shall provide the Council an authorization letter indicating their elected/appointed delegate and alternate delegate(s). If there is an occasion where neither the delegate nor the alternate delegate can attend a meeting, the vote for that organization may be given to an officer of the Council via a written proxy authorized by the delegate.

Section 6.4 – The **Braeswood Super Neighborhood Council** shall initially consist of the active and participating stakeholder organizations, each having one vote on all matters brought before the Council, as noted in Schedule A to these By-Laws. This initial list of Council members shall not be construed as limiting the number of representatives/stakeholders eligible to participate.

See Schedule A

Article VII – Officers

Section 7.1 - The elected officers of the **Braeswood Super Neighborhood Council** shall be the President, Vice-President, Secretary, Treasurer, and a member-at-large. The Executive Committee shall constitute the elected officers of the Super Neighborhood Council. All Council officers must be council delegates.

Section 7.1.1 – The Executive Committee shall schedule and convene Super Neighborhood 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 Vice-President shall preside at meetings in the absence of the President. This office shall assist the President and shall perform various duties.

Section 7.4 - 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 membership lists and attendance records, including any lists or records generated through email and other computer-based sources.

Section 7.5 - 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 7.6 – The member-at-large shall serve as the fifth member of the executive committee.

Section 7.7 - All members of the executive committee, excluding the President and the Treasurer of the initial Council, shall be elected to two year staggered terms at the regular Braeswood meeting by quorum of the members of the Council. The President and the Treasurer will serve one-year initial terms, followed by two-year terms, thereof. Officers shall be installed at the annual meeting of each year (see Article 9.1).

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 7.10- Any officer, who fails to meet the obligations and responsibilities as noted in Article VII may be removed from office by a two-thirds (2/3) majority vote of the Super Neighborhood Council.

Article VIII - Committees

Section 8.1 – Committees shall be established as the need arises by the Council.

Section 8.2 – The committee members shall appoint committee chairperson.

Section 8.3 - 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, and must be approved by the Executive Committee.

Article IX - Meetings

Section 9.1 – The Council shall hold an Annual Meeting in January of each year. General meetings may be held at the discretion of the Council.

Section 9.2 - The general meeting of the Super Neighborhood Council 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 Super Neighborhood Council activity will be conducted in open meetings where community stakeholders may observe discussions and participate under defined circumstances.**

Section 9.3 – Notice of meetings shall be provided 3 weeks (21 calendar days) prior to the date of the meeting. Such notice may be provided via mail, email or other recipient-specific electronic communication including but not limited to fax, or other means as determined by 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 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 Braeswood Super Neighborhood Council, read, posted, and approved by a two-thirds (2/3) majority vote at the next council meeting at which a quorum is present.

Article XII – Severability

Invalidation of any of these articles or any part thereof by judgment or court order or other operation of law shall in no wise affect any other provision, which shall remain in full force and effect.

Schedule A

Initial Active and Participating Stakeholder organizations:

- 1) Woodside Civic Club
- 2) Westridge Civic Association
- 3) Braeswood Place HOA
- 4) Townhouse Manor HOA
- 5) Linkwood Civic Club
- 6) Knollwood Village Civic Club
- 7) Friends of Linkwood Park
- 8) Pemberton Circle HOA
- 9) Jewish Family Service