NORTHSIDE/NORTHLINE SUPER NEIGHBORHOOD 45 COUNCIL

ARTICLE I. - NAME

The name of the organization shall be Northside/Northline Super Neighborhood Council #45, hereafter referred to as the "Northside/Northline SN 45 Council" or "SN 45".

ARTICLE II. - BOUNDARIES

Northside/Northline SN 45 is bounded as set out in the map attached hereto and made a part hereof. The area is largely single-family residential with large apartment complexes located near the I-45 (North Freeway) on the western edge of the community. The two major roadways, I-45 and the Hardy Toll Road, provide access to the area.

ARTICLE III - DEFINITIONS

The following definitions pertain to terms contained within the Northside/Northline SN 45 Council Bylaws:

Stakeholders- Stakeholder means any organization serving residents, businesses, and institutions located within the boundaries of the Northside/Northline SN 45.

Active Participating Stakeholder Groups and Organizations – shall refer to those stakeholder organizations appointing a delegate in accordance with these Bylaws to represent their community or organization on the Northside/Northline SN45 Council. An active participating member organization constitutes a person who represents an organization that serves the Northside/Northline community and must attend at least 50% of the SN 45 meetings.

Delegate – shall refer to an individual appointed as a designated stakeholder representative, in the manner set forth in these Bylaws.

Quorum: A simple majority of Northside/Northline SN 45 Council members shall constitute a quorum

Article IV Purpose

The purpose of the Northside/Northline SN 45 is to promote the community, civic, and social welfare of residents, business and property owners within the boundaries of the area which this organization represents as defined in Article II.

The Northside/Northline SN 45 will also (i) seek a consensus and provide citizens with opportunities to advise the Houston City Council on issues important to each neighborhood, (ii) undertake a wide range of neighborhood improvement projects determined by the members, and (iii) with the cooperation from the City of Houston, identify and develop solutions to mutual problems.

ARTICLE V - MEMBERSHIP

The Northside/Northline SN 45 Council membership shall be open to any organization that are stakeholders within the Northside/Northline SN 45 Super Neighborhood boundary.

Stakeholder organizations shall fall within three categories: (i) residential, (ii) institutional, and (iii) business. With each organization in the **residential category** having one council

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seat and one council seat for the **institutional category** and one council seat for the **business category**. Initial membership of the Northside/Northline SN 45 Council shall consist of seven (7) representatives from the three stakeholder categories.

It shall be the right of any stakeholder organization within the Northside/Northline SN 45 boundary to be represented either through new or existing organizations. Any legitimate organization (existing or newly created) identified and recognized by the Northside/Northline SN 45 Council shall have the right to send representatives to the Northside/Northline SN 45 Council, unless other circumstances prohibit such arrangements. If necessary, the Northside/Northline SN 45 Council membership will be adjusted accordingly. Participation in the Northside/Northline SN 45 Council shall not be limited by the imposition of membership requirements, dues or fees either by the Super Neighborhood Council or participating organizations.

Exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation, or national origin from participating in the Northside/Northline SN 45 Council activities or serving as a Council member shall be prohibited.

ARTICLE VI - OFFICERS

The elected officers of the Northside/Northline SN 45 Super Neighborhood Council will consist of a President, Vice-President, Secretary, Treasurer, and such other Officers as the Northside/Northline SN 45 Council may from time to time by resolution create.

- Section 1. The President shall preside over all Northside/Northline SN 45 Council meetings, shall see that orders and resolutions of the Northside/Northline SN 45 Council are carried out, may sign or execute, in the name of the Northside/Northline SN 45 Council, all contracts, undertakings and instruments, which require the approval or consent of the Northside/Northline SN 45 Council, and shall have such authority, and perform such duties as the Northside/Northline SN 45 Council may from time to time determine. The President is an Ex-Officio member of all committees.
- Section 2. The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Northside/Northline SN 45 Council.
- Section 3. The Secretary shall keep an accurate record of all meetings and proceedings of the Northside/Northline SN 45 Council and shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary shall attend to correspondence, act as custodian of current records, file and maintain up-to-date membership lists and attendance records, and perform such other duties as required by the Northside/Northline SN 45 Council.
- Section 4. The Treasurer shall keep an up-to-date record of all financial transactions and shall have charge of and be responsible for all funds, securities, and receipts of the Northside/Northline SN 45 Council. The Treasurer shall deposit, or cause to be deposited, in the name of the Northside/Northline SN 45 Council, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Northside/Northline SN 45 Council. This officer shall disburse money as authorized by the Northside/Northline SN 45 Council. The Treasurer shall present a report of finances at each meeting of the Northside/Northline SN 45 Council and, in general, shall perform all duties incident to the office of Treasurer and any other duties as may be assigned by the Northside/Northline SN 45 Council.

Section 5. The Northside/Northline SN 45 Council may elect such other Officers as the affairs of the Northside/Northline SN 45 Council may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Northside/Northline SN 45 Council may from time to time determine.

Section 6. Elections

Section 6.1 At the July regular meeting a three-member nominating committee will determine candidates for nomination. Candidates for nomination will be considered from stakeholder representatives. At the July regular meeting, the Nominating Committee will present a proposed slate of officers for the following year. Elections shall be held at the October regular meeting. Election notifications will be given at the general meeting in July, in community bulletins/newsletters, via email to stakeholders and on social media. Only one delegate of a participating organization will be eligible to vote. The candidate receiving the highest number of votes shall be the elected officer. In the event of a tie, the winner will be determined by an objective third party that will draw for the winning candidate's name, and the decision for that office will be final.

Section 6.2 – Elected board members shall serve one 2-year term. Board members shall be elected by the procedures established in Section 6.1 at the regular October general meeting at the end of the Officers' two-year term. Elected Officers will take their seat at the January general meeting the year following their election and shall hold office for two years, or until a successor shall have been duly elected and installed, unless the officer shall sooner resign, or shall be otherwise disqualified, in which case, the office shall be declared vacant. Officers whose seats are not filled during the October election will continue to serve until a replacement is elected.

Section 7. All officers shall be elected by a majority vote at the Northside/Northline SN 45 Council general meeting, provided that a quorum is present.

Section 8. No person shall simultaneously hold more than one office except in the case of Secretary and Treasurer and special officers created pursuant to Section 5 of this Article.

Section 9. Any officer may resign at any time giving written notice to the Northside/Northline SN 45 Council, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 10. Any officer who fails to meet the obligations and responsibilities of the office, may be removed from office by a two-thirds (2/3) majority vote at a Northside/Northline SN 45 Council meeting where a quorum is present.

Section 11. Special Elections

Section 11.1 – In the event a Board Member withdraws from service, is removed from office under Section 10, or a vacancy otherwise arises, the position shall be filled through a Special Election.

Section 11.2 – Special Elections shall be called by the President, or, in the event the Office of the President is the relevant vacancy, then by the next most senior occupied Office. At the first general meeting where a vacancy exists, the President, or next most senior Officer in the event the presidency is vacant, shall appoint a Nominating Committee chairperson who shall fill the Nominating Committee as described under Section 6.1. At the second general meeting after the vacancy exists, the Nominating Committee shall present the Board with a proposed slate of candidates to fill the vacancy. At the second general meeting after the vacancy the Special Election shall

occur. Election notifications will be given at the first general meeting where a vacancy exists, in community bulletins/newsletters, via email to stakeholders and on social media. The Special Election shall follow the procedures identified in Section 6.2. All officers shall be elected by a majority vote at the Northside/Northline SN 45 Council general meeting, provided that a quorum is present.

Section 11.3 – An officer elected to fill a vacancy through Special Election shall assume the office at the first general meeting following the special election and shall hold office until the next regular election for that Office.

ARTICLE VII – MEETINGS

- Section 1. Regular meetings of the Northside/Northline SN 45 Council shall be held quarterly (January, April, July and October) at 7:00 PM on the last Thursday of each month at place to be designated (which may include virtual meetings) by the Super Neighborhood Board within the Northside/Northline SN 45 boundaries. Should said meeting fall upon a legal holiday, then the time and date of that meeting shall be set by the President at the preceding meeting with the consent of the Northside/Northline SN 45 Council.
- Section 2. Special Meetings of the Northside/Northline SN 45 Council shall be held when called by the President or a majority of the Northside/Northline SN 45 Council members. Notice to each Northside/Northline SN 45 Council member must be provided not less than seven (7) days prior to such Special Meeting, stating the express purpose for which it is being called. Only matters announced in the notice may be considered and acted upon at a Special Meeting.
- Section 3. The Northside/Northline SN 45 Council activity shall be conducted in open meetings where all residents and stakeholders may observe discussions and participate. An individual wishing to speak to the Northside/Northline SN 45 Council shall sign a "Speakers List" at the beginning of the meeting and allowed three minutes to speak, unless the SN 45 Council desires more information from said speaker.
- Section 4. A simple majority of Northside/Northline SN 45 Council members shall constitute a quorum for the transaction of business at a regular or special meeting. The act of a majority of the Northside/Northline SN 45 Council members present at a meeting at which a quorum is in attendance shall constitute the act of the Northside/Northline SN 45 Council, unless the act of a greater number is required by law or by these By-laws.
- Section 5. The Northside/Northline SN 45 Council members shall have the right to take any action in the absence of a meeting which they could take at a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all Northside/Northline SN 45 Council members. Any action so approved shall have the same effect as though taken at a meeting of the Northside/Northline SN 45 Council.

Section 6– Stakeholder Groups: i) residential, (ii) institutional, and (iii) business.

Residential:

Northtown/Northline Civic Association Melrose Civic Cub Helms Estates Civic Group Hawthorn Civic Club Parkway Civic Club

Institutional

Schools and Universities (public and private)

Non-Profit Organizations
Public Service Organizations

Business

Conducting for profit activities within the Northside/Northline SN 45 boundaries

ARTICLE VIII - COMMITTEES

Standing and Special Committees shall be established as the need arises by a majority of the Northside/Northline SN 45 Council members.

ARTICLE IX - PROCEDURES

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Northside/Northline SN 45 Council in all cases to which they are applicable and with which they are not inconsistent with these By-laws, the Northside/Northline SN 45 Council Articles of Incorporation, any special rules of order which the Northside/Northline SN 45 Council may adopt, or any statutes applicable to the Northside/Northline SN 45 Council.

ARTICLE X - AMENDMENTS

These By-laws may be amended by written resolution at a regular or special meeting of the Northside/Northline SN 45 Council read and approved by a two-thirds (2/3) majority vote at which a quorum is present. Proposed amendments must be submitted in writing to Northside/Northline SN 45 Council members no less than fifteen (15) days prior to the regular or special meeting at which the amendment is to be considered.

ARTICLE XI - DISSOLUTION

The Northside/Northline SN 45 Super Neighborhood Council may be dissolved with the assent given in writing and affirmed by two-thirds (2/3) of the membership.

