

SUPER NEIGHBORHOOD 61, DOWNTOWN COUNCIL BYLAWS

Article I – Name

Section 1.1 – The name of the Council shall be **SN 61, Downtown Super Neighborhood Council (SNC)**. It may be referred to as SN 61 or Downtown SN.

Article II – Boundaries

Section 2.1 – The boundaries of the Downtown Super Neighborhood are defined by the City of Houston (the “City”), as set forth in Appendix A, which is attached hereto and incorporated by reference herein.

Article III – Definitions

The following definitions pertain to terms contained within Downtown Super Neighborhood By-Laws:

Super Neighborhood (SN)– shall refer to the conglomeration of smaller, contiguous communities grouped together that fall within the boundaries set forth in Article II above.

Super Neighborhood Council (also referred to as Council, SNC) – shall refer to the group of Delegates appointed in the manner stated in these By-Laws to represent the Stakeholders 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.

Stakeholders – shall refer to representative groups and/or organizations residing in, operating in or owning property within the Super Neighborhood boundaries cited in **Article II**. Only groups can be Stakeholders; no individual may be a Stakeholder. Stakeholders shall be recognized as either:

Residential Stakeholder: organizations representing residential communities comprising single-family houses, townhouses, condominiums or apartments, including but not limited to, civic clubs, neighborhood associations, homeowners’ associations (HOA), etc.

Non-Residential Stakeholder: organizations representing businesses, churches, schools, non-profits, etc.

Active and Participating Stakeholders – shall refer to those Stakeholders appointing a Delegate(s) in accordance with these By-Laws to represent their community or organization on the Council. Active and Participating membership of a Stakeholder requires at least quarterly meeting attendance; otherwise the stakeholder will be deemed “inactive”.

Delegate – shall refer to the individual appointed as a designated Stakeholder representative to the Council, in the manner set forth in these By-Laws.

Quorum – a Quorum of the Council shall consist of a simple majority of the present duly designated Delegates of Active and Participating Stakeholders.

Small Business – A privately held commercial enterprise, entertainment entity, or nonprofit organization that meets one or more of the following criteria:

1. Derives a substantial portion of its revenue or patronage from residents, workers, or visitors within the Super Neighborhood boundaries
2. Operates a physical location within the Super Neighborhood boundaries that is open to the public or serves the local community
3. Is a nonprofit organization whose mission, programs, or services are primarily directed toward improving quality of life, economic opportunity, cultural enrichment, or civic engagement within the Super Neighborhood boundaries
4. Employs residents of the Super Neighborhood or actively participates in local workforce development
5. Is independently owned and operated, rather than a franchise or subsidiary of a national or multinational corporation, unless that franchise location demonstrates substantial local community investment and engagement

Major Entertainment – A venue, facility, or organization located within the Super Neighborhood boundaries whose primary purpose is hosting live performances, sporting events, conventions, exhibitions, or large-scale public gatherings

Article IV – Purpose

Section 4.1 – The purpose of the Downtown Super Neighborhood Council shall be to promote the civic betterment, social welfare, and well-being of the residents, businesses, organizations, and property owners within the Downtown Super Neighborhood Boundaries as identified in Article II (Boundaries). The Council shall foster a vibrant, inclusive, and connected community by advocating for the preservation and growth of the neighborhood's distinct cultural identity, supporting local arts and creative expression, encouraging public spaces and programming that bring people together, and amplifying the voices of those who live, work, and gather here. The Council shall promote and engage in activities for the use and benefit of all stakeholders within the Super Neighborhood, with particular attention to initiatives that strengthen neighborhood character, celebrate its diversity, and enhance quality of life for current and future generations.

Article V – Membership

Section 5.1 – The Downtown Super Neighborhood Council shall be composed of the duly designated Delegates of Active and Participating Stakeholders in the Downtown Super Neighborhood boundaries cited in **Article II**.

Section 5.2 – The Downtown Super Neighborhood Council shall consist of a voting authority in the form of the Council Seat. Council Seats are duly designated delegates from Active and Participating Stakeholders.

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

Section 5.4 – The Downtown Super Neighborhood Council 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.

Section 5.5 – It shall be the right of any stakeholder within the Downtown Super Neighborhood boundaries to be represented either through new or existing organizations.

Article VI – Council Seats

Section 6.1 – A Delegate to the Council must be a designated representative of the Stakeholder that they represent. At the beginning of each calendar year, each represented stakeholder on the Council shall provide the council with an authorization letter that identifies their elected/appointed delegate and alternate delegate(s).

Section 6.2 – The number of seats, and manner in which they are elected, may be amended in the same manner as by-laws amendments under **Article XIII**.

Section 6.3 – Each group, organization, or entity with a seat on the Council, as defined in section 6.6, shall be allowed one vote on any motion or election that comes before the Council. Votes shall be cast by each organizations' delegate or, in his/her absence, by its designated alternate.

Section 6.4 – The current composition of the Council set out below shall not be construed to limit the number of delegates or stakeholders eligible to participate.

Section 6.5 – The Council shall initially consist of delegate(s) from each of the following Active and Participating Stakeholder Organizations (see also Appendix B):

- A. Civic Clubs (including those listed on Appendix C)
- B. At-Large Residents
- C. Small Businesses
- D. Educational Institutions
- E. Faith-based Institutions
- F. Major Entertainment

Section 6.6 – The maximum number of delegates that may be appointed by each Active and Participating Stakeholder Organization is set forth below and listed on Appendix B; provided, however, these Bylaws may be amended to provide for a different number of seats for any Active and Participating Stakeholder Organization in accordance with Article XIII. The number of delegates and manner in which they must be appointed are as follows:

A. Civic Clubs (1 seat per civic club) to be nominated as follows:

Each Civic Club (see Appendix C) shall organize at their discretion to nominate one delegate and alternate delegate to the Council.

B. At-Large Residents (5 seats) to be nominated as follows:

At-Large resident delegates and alternate delegates shall be appointed by the Downtown Super Neighborhood Planning Committee during its founding year. Thereafter, the election of a delegate and alternate delegate from each of the five regions (outlined in Appendix D) will be held in the January meeting each year. The elected delegate will assume their Council responsibilities beginning at the following general meeting in February.

C. Small Businesses (3 seats) to be nominated as follows:

Small business delegates and alternate delegates shall be appointed by the Downtown Super Neighborhood Planning Committee during its founding year. Thereafter, small businesses shall organize a meeting to select three delegates and three alternate delegates to the Council. It shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

D. Educational Institutions (1 seat) to be nominated as follows:

Educational institution delegates and alternate delegates shall be appointed by the Downtown Super Neighborhood Planning Committee during its founding year. Thereafter, educational institutions shall organize a meeting to select one delegate and one alternate delegate to the Council. It shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

E. Faith-Based Institutions (1 seat) to be nominated as follows:

Faith-based institution delegates and alternate delegates shall be appointed by the Downtown Super Neighborhood Planning Committee during its founding year. Thereafter, faith-based institutions shall organize a meeting to select one delegate and one alternate delegate to the Council. It shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

F. Major Entertainment (1 seat) to be nominated as follows:

Major entertainment delegates and alternate delegates shall be appointed by the Downtown Super Neighborhood Planning Committee during its founding year. Thereafter, major entertainment institutions shall organize a meeting to select one delegate and one alternate delegate to the Council. It shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

Article VII – Board

Section 7.1 – The elected Board of the Downtown Super Neighborhood shall be the president, vice-president, secretary, assistant secretary, and treasurer (“Officers”). Vice president, assistant secretary, and treasurer are exempt from vacancy rules outlined in **Article IX**, and may only be filled at the discretion of the council.

Section 7.2 – The president shall preside over all general meetings and any executive committee meetings. The president shall have authority to conduct meetings and maintain order. The president shall appoint all committee chairs.

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 and serve on committees as assigned by the president.

Section 7.4 – The secretary and assistant secretary shall keep an accurate record of all general meeting proceedings, attend to correspondence, act as custodian of current records, and file and maintain up-to-date membership lists and attendance records. The Secretary will be the ballot counter during the elections.

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. The treasurer shall present a report on finances at each general meeting of the Board. The treasurer shall also disburse money as authorized by the Board. Checks disbursed by the treasurer shall contain the signatures of the treasurer and either the president or the vice president.

Section 7.6 – To be eligible to hold office on the Council, candidates must have attended, at minimum, 3 of the last 6 general meetings and be a resident within the boundaries of the Downtown Super Neighborhood identified in Article II.

Section 7.7 – All officers shall be elected to one-year terms at the regular January meeting by quorum of the members of the Council. Officers shall be installed at the first general meeting in February of each year. Officers whose seats are not filled during the January election will continue to serve until a replacement is elected. Officers may not serve more than five (5) complete terms in the same officer position.

Section 7.8 – Any elected board members or delegates who fail to meet the obligations and responsibilities of their position may be removed from their position by a two-thirds (2/3) majority vote cast by an aggregate of all present Officers of the Board and Delegates of the Council. If an individual holds both a seat on the Council and a position on the Board, they are only allowed one vote. ***Officers and delegates may be removed for discourteous or disruptive conduct. Such behaviors include, but are not limited to: lack of communication, use of disrespectful language, persistent criticism of others, excessive absenteeism, non-participation, or any other actions that unreasonably hinder the group’s ability to move forward.***

Article VIII – Elections

Section 8.1 – All officers shall be elected by a simple majority of the Council’s delegates. A call for nominations for elections in the following year will be made in the annual December meeting. Nominations may be accepted after the call is made, or at the annual meeting in January on the day of the election.

Section 8.2– A vacancy in an office shall be filled by a simple majority vote in a special election as cited in **Article IX**.

Article IX– Special Elections

Section 9.1 – In the event a Board Member withdraws from service, is removed from office under **Section 7.8**, or a vacancy otherwise arises, the position shall be filled through a Special Election.

Section 9.2 – Special Election notice shall be sent electronically upon the occurrence of a vacancy. Nominations to fill the vacancy will be taken from the floor during the Special Election, which will take place at the next regular monthly meeting, following the election notice. A vacancy in an office shall be filled by a simple majority vote of the Council.

Section 9.3 – A board member elected to fill a vacancy through a Special Election shall assume office at the first general meeting following the special election and will serve until the next regular election for that office.

Article X – Committees

Section 10.1 – Committees shall be established or abolished by the Board as the need arises. The Board shall clearly establish the purpose, objective(s), authority and responsibilities of all committees.

Section 10.2 – As cited in **Section 7.2**, the Council President shall appoint all committee chairpersons. Committee members shall be selected by the committee chairperson in consultation with the Executive Committee.

Section 10.3 – Committee chairpersons and committee members need not be Council Delegates; however, they must either be a resident within the Downtown Super Neighborhood boundaries or affiliated with a Stakeholder. Committee members may be removed for or without cause by majority vote of the Board.

Article XI – Meetings

Section 11.1 – The Council shall hold a minimum of four (4) general meetings per year. Currently, the Council holds its meetings on the 3rd Monday of every month at a time and place to be designated by the Super Neighborhood Council. Special meetings and community-wide meetings may be called by the President.

Section 11.2 - Super Neighborhood Council activity will be conducted in open meetings where community stakeholders may observe discussions and participate under defined circumstances.

Section 11.3 – The Council may conduct electronic voting of the duly designated representatives. The president will set forth the rules of the vote including vote timing. Upon conclusion of the vote, the president will report the results to the representatives and present a report on the issue and vote at the next general meeting.

Section 11.4 - Notices for all meetings, including special meetings, shall be made available to members at least 3 days before the meeting. The Council maintains an email list and will send an email notification of any meetings or special meetings.

Section 11.5 – The Downtown Super Neighborhood general meetings may be held virtually as designated by the Board. Virtual participation may be provided for in-person general meetings. Notice of any virtual meeting shall be sent out pursuant to Section 11.4.

Section 11.6 - The Council shall provide notice of its regular meeting schedule at the first meeting of each calendar year and shall provide reminders of the next and/or upcoming meetings at subsequent meetings, including special meetings, throughout the year.

Section 11.7 – Super Neighborhood at-large residents/stakeholders may participate via meetings open to the public and will be notified of decisions through their participating organization.

Section 11.8 – An individual not listed on the agenda wishing to address the Super Neighborhood Council must follow decorum, and limit the content of their address to matters relevant to the Downtown Super Neighborhood. Speakers may only be guaranteed 2 minutes to address the Council.

Article XII – Procedures

Section 12.1 – “Robert’s Rules of Order” shall be the guide for procedures in all points of order not covered by the by-laws.

Section 12.2 - Officers and delegates can be removed for discourteous and disruptive behaviors that may include, but not limited to: lack of communication, disrespectful language, constant criticism of others, excessive absenteeism, non-participation, and other behavior that continually and unreasonably impedes the group from moving forward. Removal requires a 2/3 majority vote cast by an aggregate of all present Officers and Delegates of the Council.

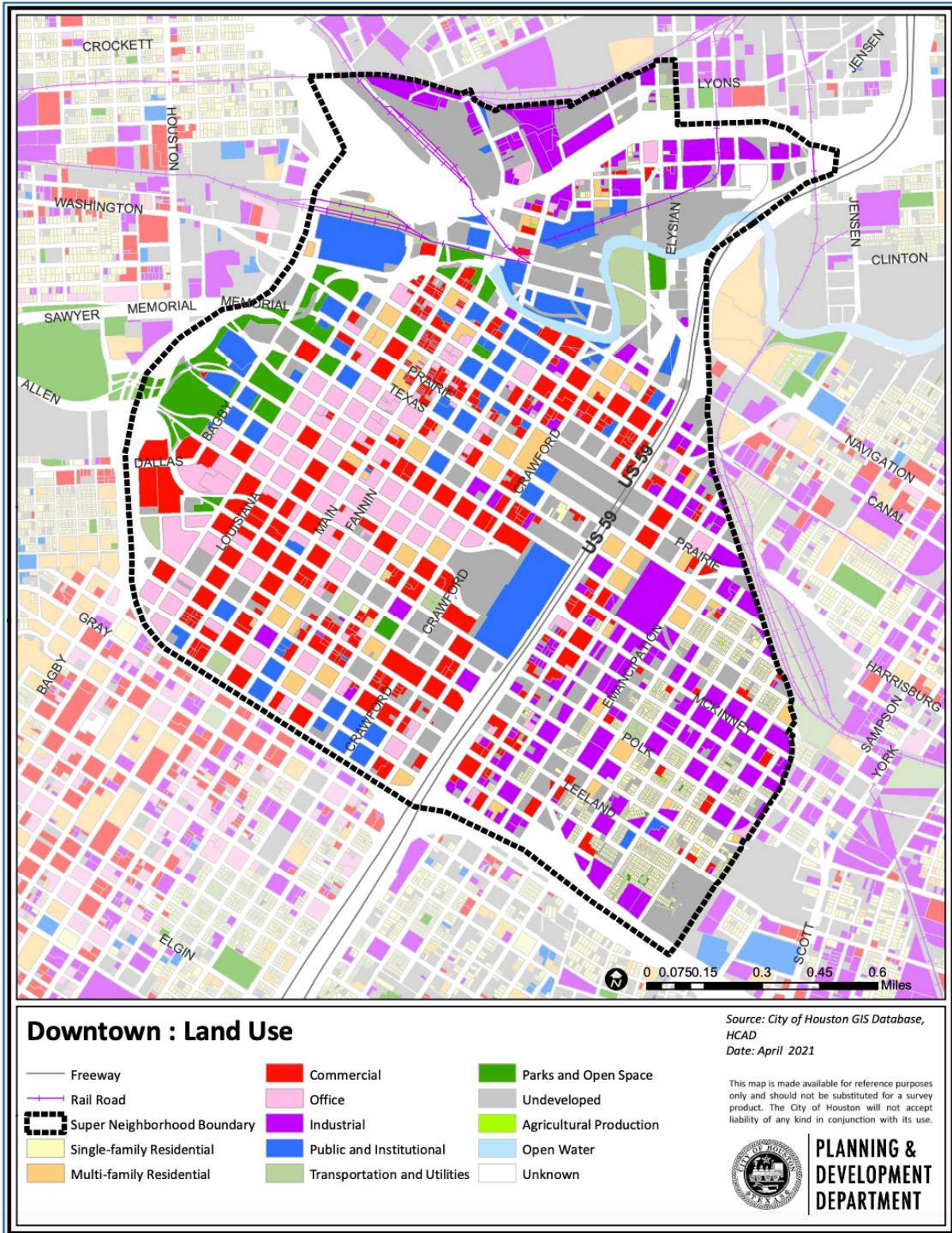
Section 12.3 – The Downtown Super Neighborhood shall have the capacity to establish a Memoranda of Agreement with other Super Neighborhoods that outline collaborative work between the organizations in furtherance of (this SN’s) general purposes, Article IV. Regardless of any Memoranda of Agreement, the Downtown Super Neighborhood shall remain an independent super neighborhood.

Article XIII – Amendment of By-Laws

Section 13.1 – These by-laws may be amended by written resolution at a regular or special meeting of the Downtown Super Neighborhood Council by a two-thirds (2/3) majority vote. Proposed amendments must be provided in writing to all Council members no less than two weeks prior to the Council meeting at which the amendment is to be considered for approval

Appendix A

Map of Boundaries of the Downtown Super Neighborhood



Appendix B

Active and Participating Stakeholder Organizations

- Civic Clubs (2)
- At-Large Residents (5)
- Small Business (3)
- Educational Institutions (1)
- Faith-Based Institutions (1)
- Major Entertainment (1)

Appendix C

Civic Clubs within the Downtown Super Neighborhood

- EaDo Civic
- Friends of Columbia Tap

Appendix D

Map of At-Large Resident Representative Areas

