

BYLAWS
of
SUPER NEIGHBORHOOD COUNCIL #62
April 2018

Article I
Name

The name of the organization is the “Midtown Super Neighborhood Council #62.”

Article II
Boundaries

The boundaries of the Super Neighborhood #62 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 these Bylaws:

“Active and Participating Stakeholder Organizations” shall refer to those groups, communities, and/or organizations listed in Appendix B (attached hereto and incorporated herein by reference), which are recognized by the Council as representing the interests of a common group of stakeholders. Each Active and Participating Stakeholder Organization is encouraged by the Council to appoint a delegate in accordance with these Bylaws to represent their community or organization on the Council.

“Delegate” shall refer to the individual(s) appointed by an Active and Participating Stakeholder Organization to represent the stakeholders within such Active and Participating Stakeholder Organization on the Council. An *“alternate delegate”* may also be appointed to fulfill the responsibilities of their delegate in his or her absence. For the avoidance of doubt, only Active and Participating Stakeholder Organizations may have delegates; an individual stakeholder may not represent himself or herself.

“Homeowners’ Association” or *“HOA”* shall refer to the governing body of a residential development or complex.

“Stakeholders” shall refer to the residents, businesses, and other organizations situated in and owning property within the Super Neighborhood. Stakeholders will be able to participate in the affairs of Super Neighborhood #62 but will have no individual voting rights, except to the extent provided herein.

“Super Neighborhood” or *“Super Neighborhood #62”* shall refer to the conglomeration of smaller, contiguous communities grouped together that are located within the boundaries set forth in Article II above.

“Super Neighborhood Action Programs” or *“SNAP”* shall refer to the action plans developed by the Super Neighborhood and its Council to address issues affecting the community. “A SNAP is submitted to the City Council for endorsement. Actions identified in the SNAP can be implemented through established city procedures such as the Capital Improvement Plan (CIP), the Consolidated Plan, etc. The Planning and Development Department or Department of Neighborhoods can assist in preparation of the SNAP.” (Source: City of Houston Guidelines for Organizing Super Neighborhoods and Forming Super Neighborhood Councils).

“Super Neighborhood Council” or *“Council”* shall refer to the group of delegates appointed in the manner stated in these Bylaws to represent the stakeholders of the Super Neighborhood. The makeup and voting authority of the Council is set forth in subsequent provisions herein.

“Quorum” means a majority of the delegates entitled to vote (more than half the votes).

“TIRZ” means Tax Increment Reinvestment Zone. Tax Increment Reinvestment Zones (TIRZs) are special zones created by City Council and regulated by the State to attract new investment in an area. TIRZs help finance costs of redevelopment and encourage development in areas that would otherwise not attract sufficient market development in a timely manner. Taxes attributable to new improvements (tax increments) are set-aside in a fund to finance public improvements within the boundaries of the zone.

Article IV

Purpose

Section 4.1 – The organization is formed and organized for charitable, civic, educational, cultural, and general community improvement purposes within and about the Super Neighborhood, 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 organization is to have and exercise all rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act and other applicable laws of Texas, and those powers which may hereinafter be conferred.

Section 4.2 -- The general purposes of the Council include, without limitation:

1. To represent stakeholders who seek collaborative activism between constituents and City officials to improve the quality of life in the Super Neighborhood;
2. To organize and engage in activities for the use and benefit of all stakeholders within the Super Neighborhood, including but not limited to: (i) seek a consensus and provide stakeholders with opportunities to share their community concerns; and (ii) undertake a wide range of neighborhood improvement projects determined by the Council;

3. To collaborate with and advise the Houston City Council, Mayor’s Office, Midtown Management District (MMD), Midtown Redevelopment Authority (MRA/TIRZ), Midtown Parks Conservancy (MPC), and any other local government agencies or entities on issues relevant to the Super Neighborhood; and
4. To endeavor to develop solutions to mutual problems by forming a Super Neighborhood Action Program to address them.

Article V
Mission/Vision/Core Values

Section 5.1 – The Council agrees to adhere to the Mission, Vision and Core Values listed below as it conducts its internal and external affairs.

Mission: The Midtown Super Neighborhood represents Midtown citizens who seek collaborative activism between constituents and City officials to improve the quality of life in Midtown.

Vision: We desire representation of Midtown constituents in partnership with the Midtown Management District (MMD), the Midtown Redevelopment Authority (MRA) and the City of Houston to create a vibrant, walkable and livable community that is safe and clean for residents, businesses and visitors.

Core Values: S.I.D.E. –

- S-Seek the common good
- I-Integrity in word and action
- D-Do what is right, in the right way
- E-Excellence in all

Article VI
Membership

Section 6.1 – The exclusion of any individual or organization based on race, age, creed, color, religion, gender, political affiliation, sexual orientation or national origin from participating in Council activities or serving as a delegate is hereby prohibited.

Section 6.2 – Participation in Council activities or serving as a delegate shall not be limited by the imposition of fees, except as provided by these Bylaws or as may be otherwise determined by the Council.

Section 6.3 – Super Neighborhood #62 shall be governed by the Council, which shall be composed of the delegates appointed by each Active and Participating Stakeholder Organizations.

Section 6.4 – It shall be the right of any stakeholder within Super Neighborhood #62 to be represented, either through new or existing organizations.

Article VII Delegates

Section 7.1 – Each delegate and alternate delegate must (i) be at least 18 years of age and (ii) an individual residing (for a minimum of one continuous year prior to his/her appointment), owning property, or owning a business within Super Neighborhood #62. Delegates and alternate delegates must be appointed by an Active and Participating Stakeholder Organization recognized by the Council.

Section 7.2 – Each delegate will have one vote on matters before the Council. Delegates may vote in person, through their alternate delegate, or by written proxy. A written proxy constitutes attendance for purposes of reaching a quorum. Each Active and Participating Stakeholder Organization shall provide the Council with written notice every two (2) years indicating their appointed delegate(s) and alternate delegate(s). Representatives of each Active and Participating Stakeholder Organization must contact the stakeholders within their group at least quarterly via electronic or personal means and annually host a meeting, and may caucus amongst themselves at any time to replace their delegate on the Council.

Section 7.3 – The Council shall initially consist of delegate(s) from each of the following Active and Participating Stakeholder Organizations (see also Appendix B):

1. HOAs (including those listed on Appendix C, attached hereto and incorporated herein by reference)
2. Non-HOA member residents
3. Apartments
4. Businesses
5. Cultural Arts
6. Educational Institutions
7. Non-Profits
8. Places of Worship

Section 7.4 – 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 XII. The number of delegates and manner in which they must be appointed are as follows:

5. **HOA Residents** (1 seat per HOA) to be nominated as follows:

Each HOA board (see Appendix C) shall organize an annual meeting to nominate one delegate and alternate delegate to the Council.

- (b) **Non-HOA Residents** (5 seats) to be nominated as follows:

Non-HOA resident delegates and alternate delegates shall be appointed by the Midtown 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 at the Midtown Super Neighborhood's Annual Meeting.

(c) **Apartments** (1 seat) to be nominated as follows:

The apartment delegate and alternate delegate shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, the apartment owners shall organize an annual meeting to select one delegate and alternate delegate to the Council. It shall be the responsibility of the representative to arrange for and conduct elections to replace them on the Council.

(d) **Businesses** (2 seats) to be nominated as follows:

The Business delegates shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, Business institutions shall organize a meeting to select two delegates and two alternate delegates to the Council, one representing businesses east of Main St., and one representing businesses west of Main St. It shall be the responsibility of the representatives to arrange for and conduct elections to replace them on the Council.

(e) **Cultural Arts** (1 seat) to be nominated as follows:

The Cultural Arts delegate and alternate delegate shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, Cultural Arts institutions shall organize a meeting to select one delegate and alternate delegate to the Council. It shall be the responsibility of the representative to arrange for and conduct elections to replace them on the Council.

(f) **Educational Institutions** (1 seat) to be nominated as follows:

The Educational Institution delegate and alternate delegate shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, Educational Institutions shall organize a meeting to select one delegate and alternate delegate to the Council. It shall be the responsibility of the representative to arrange for and conduct elections to replace them on the Council.

(g) **Non-profit** (1 seat) to be nominated as follows:

The Non-Profit delegate and alternate delegate shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, Non-Profit institutions shall organize a meeting to select one delegate and alternate delegate to the Council. It shall be the responsibility of the representative to arrange for and conduct elections to replace them on the council.

(h) **Places of Worship** (1 seat) to be nominated as follows:

The Places of Worship delegate and alternate delegate shall be appointed by the Midtown Super Neighborhood Planning Committee during its founding year. Thereafter, Places of Worship shall organize a meeting to select one delegate and alternate delegate to the Council. It shall be the responsibility of the representative to arrange for and conduct elections to replace them on the Council.

Section 7.5 – Each delegate shall serve a minimum term of one (1) year, or until the earlier death, resignation, or removal of such officer, provided, however, the Council may extend the length of the initial term of one or more officers elected in the founding year to create a staggered board structure.

Section 7.6 – If any stakeholder feels that it is not represented on the Council by any of the Active and Participating Stakeholder Organizations, such stakeholder may petition the Council to evaluate their grievance and the Council shall consider the petition and may, within its discretion, take any action it deems appropriate.

Article VIII Officers

Section 8.1 – The executive officers of the Council shall be the President, President-Elect, Vice-President of Residents, Vice-President of Businesses and Institutions, Recording Secretary, Communications Secretary and Treasurer. The executive officers shall constitute the Executive Committee of the Council. The Executive Committee shall schedule and convene Council meetings. In addition, with guidance from the Council, the Executive Committee shall act on the Council's behalf to communicate with City government officials and City Council members, communicate with Super Neighborhood #62's Liaisons, promote participation in City governance, and keep stakeholders apprised of the Council's affairs.

Section 8.2 – The President shall preside over all general meetings and any and all Executive Committee meetings. The President shall have the authority to conduct meetings, maintain order, and ensure all acts of the Council are aligned with the mission and values of the Super Neighborhood.

Section 8.3 – The President-Elect shall preside at meetings in the absence of the President. This office will, during the specified term, become familiar with the duties of the President and shall perform various duties and be responsible for special projects as assigned by the President or the Council. The President-Elect shall succeed automatically to the office of President upon the expiration of the President's term of office. If the office of the President becomes vacant, the President-Elect shall succeed to the office of President and serve as President for the unexpired term as well as for the elected term. The President-Elect will also work closely with the Vice-President of Residents and the Vice-President of Businesses and Institutions.

Section 8.4 – The Vice-President of Residents shall oversee the management and recruiting of HOA and Non-HOA Resident groups, developing relationships with delegates, ensuring that

delegates fulfill their quarterly and annual obligations to their constituents, and that seats are filled with delegates and alternate delegates.

Section 8.5 – The Vice-President of Businesses and Institutions shall oversee the management and recruiting of the non-resident groups (including apartment groups, business groups, cultural arts, educational institutions, non-profit groups, and places of worship), developing relationships with the delegates, ensuring that delegates fulfill their quarterly and annual obligations to their constituents, and that seats are filled with delegates and alternate delegates.

Section 8.6 – The Recording Secretary shall keep an accurate record of proceedings of all meetings, act as custodian of current records, file and maintain up-to-date membership lists and attendance records. The Recording Secretary shall work closely with the Communication Secretary.

Section 8.7– The Communication Secretary shall deliver meeting notices, handle incoming and outgoing electronic correspondence, and manage the web presence of Super Neighborhood #62. The Communication Secretary shall work closely with the Recording Secretary and perform such other duties as may be assigned by the President or by the Council from time to time. The Communication Secretary assumes the duties of the Recording Secretary in his/her absence.

Section 8.8 – The Treasurer will provide to the Council a financial summary of Midtown government expenditures (those of Midtown Management District, Midtown Redevelopment Authority/TIRZ, Midtown Parks Conservancy and any other entity funded by Midtown residents and property owners). Other activities may include attending Midtown government meetings, reviewing Midtown financials, and making recommendations to any Midtown government entity. Once, and if non-profit status is established, the Council may vote to modify the Treasurer’s responsibilities to include keeping an up-to-date record of all financial transactions and handling all funds in the event that the Council receives or collects any money. The Treasurer shall disburse money as directed 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 President-Elect, and the Treasurer. The Treasurer may also be asked to assist with leading or coordinating fundraising efforts.

Section 8.9 – Officers shall be elected at the Annual Meeting each year by a majority vote of Council delegates when a quorum is present. In odd years, an election shall be held for the offices of President-Elect (as necessary), Vice-President of Residents, Recording Secretary and Treasurer. In even years, an election shall be held of the offices of President (as necessary), Vice-President of Businesses and Institutions and Communication Secretary. The initial President shall be elected at the first meeting of the Council during its founding year and shall serve an initial term of one (1) year.

Section 8.10 – Each officer shall serve a term of two (2) years, or until the earlier death, resignation, or removal of such officer; provided, however, the Council may extend the length of the initial term of one or more officers elected in the founding year to create a staggered board structure. Except for the initial Council, an officer must have served as a delegate on the Council

for at least one year. Officers may not serve more than two (2) consecutive terms in the same officer position.

Section 8.11 – No more than two (2) board members of the Midtown Management District, the Midtown Redevelopment Authority, or any other Midtown government entity may serve as delegates on the Council.

Section 8.12 – A vacancy in an office shall be filled via a special election by a majority vote of the Council delegates at any meeting where a quorum is present. An officer elected to fill a vacancy shall assume office at the first general meeting following the special election and shall hold office until the next regular election of such officer position.

Section 8.13 – Any officer, who fails to meet the obligations and responsibilities of their office may be removed from office by the affirmative vote of two-thirds (2/3) of all the Council delegates.

Article IX Liaisons

Section 9.1 – One member from the Midtown Management District and one member from the Midtown Redevelopment Authority/TIRZ are eligible to serve as liaisons and alternate liaisons on the Council. The Council may decide to add another liaison for a Midtown government entity at any time. Liaisons shall serve as the intermediary to assist in the communication and/or cooperation between their government entity and the Council but shall have no voting rights on any matters of the Council.

Article X Committees

Section 10.1 – As the need arises, committees shall be established by a majority (more than 50%) of the Council members.

Section 10.2 – The President shall appoint all committee chairpersons. Each committee chairperson must be a delegate. Each committee chairperson shall appoint additional committee members as required by the assigned task. The committee members may be delegates or non-delegates, provided that they are stakeholders or members of an Active and Participating Stakeholder Organization.

Article XI Meetings

Section 11.1 – The general meeting of Super Neighborhood #62 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 Council discussions and activities will be conducted in open forum format where the public may observe and participate to the extent provided in Section. 10.3.

Section 11.2 - In the event that a general meeting falls on a legal holiday, the time and date of such general meeting shall be reset by the President at the preceding general meeting with the consent of the Council.

Section 11.3 – An individual wishing to address the Council must sign a “Speakers List” at the beginning of the general meeting and will be allowed up to three (3) minutes to speak.

Section 11.4 – Delegates and individual constituents may use their right to cast a proxy vote rather than attend a shareholder meeting to vote on various issues and/or make amendments.

Article XII Procedures

The most current edition of “Robert’s Rules of Order” shall be the guide for procedures and/or policies to the extent not covered by these Bylaws. The Recording Secretary shall bring a copy to each meeting for reference.

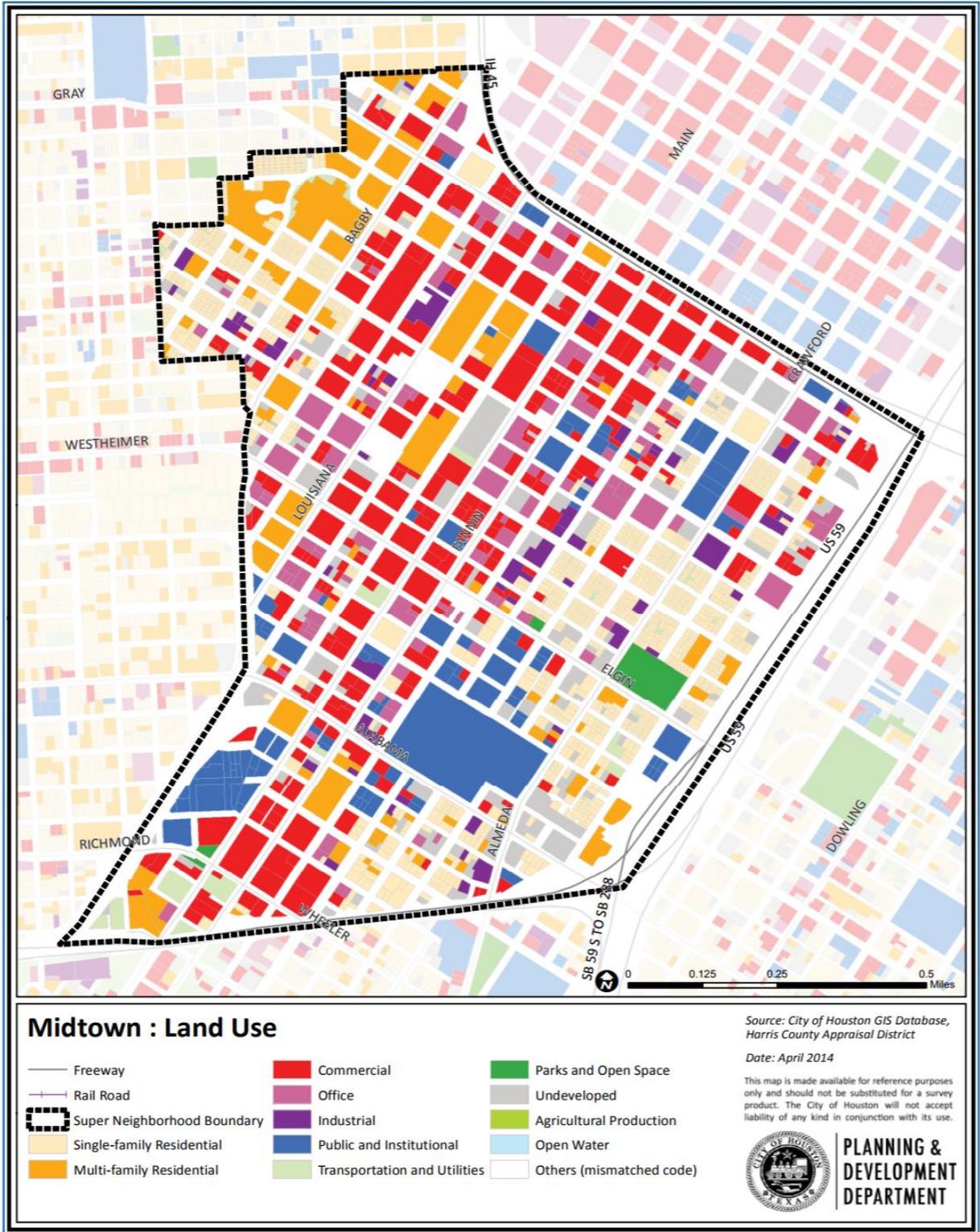
Article XIII Amendment of Bylaws

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by act of two-thirds (2/3) of the Council delegates at any meeting where a quorum is present, provided that the proposed new Bylaws or proposed alteration or amendment has been provided to the Council delegates at least thirty (30) days prior to any voting on such matter.

Adopted on: April 12, 2018

Appendix A

Map of Boundaries of Super Neighborhood #62



Appendix B

Active and Participating Stakeholder Organizations

HOA Resident Seats (10)
Non-HOA Resident Seats (5)
Apartment Complex Seat (1)
Business Seat (2)
Cultural Arts Seat (1)
Educational Seat (1)
Faith-based Seat (1)
Non-Profit Seat (1)

Appendix C

Homeowners' Associations (HOAs) within Super Neighborhood #62

2016 Main Street HOA
Baldwin Square HOA
Chenevert Commons HOA
City Promenade HOA
Edge Condominiums HOA
Ellie Lofts HOA
Midtown Lofts HOA
Park Lofts HOA
Rise Lofts HOA
Rosalie Ave. HOA
South End Lofts HOA

Appendix D

Map of Non-HOA Representative Areas

