

**Spring Branch West
Super Neighborhood Council
By-Laws**

**For Final Approval on January 11, 2001
First approved December 14, 2000 by Attendees**

Article I - Name

The name of the Corporation shall be Spring Branch West Super Neighborhood Council, Inc., hereinafter referred to as SBW-SNC or the Corporation.

Article II. - Registered Agent and Offices

Section 2.1 - Registered Office - The registered office of SBW-SNC shall be at 1450 Campbell Road, Suite 202, Houston, Texas 77055, and the name of the registered agent of the Corporation at such address is Patrick F. Timmons, Jr.

Section 2.2 - Other Offices - The Corporation may also have offices at such other places within Houston, Texas, as the Board of Directors may from time to time determine or the business of the Corporation may require.

Article III - Purpose

Section 3.1 - SBW-SNC is a Texas non-profit corporation organized to promote the civic betterment and social welfare and well-being of the residents, business and property owners and other stakeholder groups within its boundaries, and to promote and engage in activities for their use and benefit. SBW-SNC shall (i) 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 SBW-SNC; (ii) undertake neighborhood improvement projects determined by its delegate board; and (iii) with cooperation from the City of Houston and other entities, identify and develop solutions to mutual problems, and initially to develop a Super Neighborhood Action Plan to address them.

Section 3.2 - The boundaries of SBW-SNC are in Harris County, Texas, and in general are as follows:

South: Interstate 10 from Blalock to Westwick.

West: Westwick north to the Addicks Reservoir eastern boundary and north to Clay Road.

North: Clay Road east from the Addicks Reservoir to Beltway 8, south along Beltway 8 to Hammerly Blvd., Hammerly Blvd. east to Teague, Teague south to Neuens, Neuens east to Blalock.

East: Blalock from I-10 North to Neuens

The above boundaries may be expanded to incorporate contiguous areas with the approval of the Mayor's office, by majority vote at a meeting held in accordance with Article VIII.

Section 3.3 - The Corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the Texas Non-Profit Corporation Act and other laws of Texas, and those powers which may hereinafter be conferred. It is further organized for one or more of the purposes specified in Section 501(c)(3) and/or 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the foregoing purposes of this Corporation.

Article IV - Membership

Section 4.1 - SBW-SNC shall be governed by a board composed of the duly designated delegates of eligible organizations such as civic clubs, civic associations, tenants' associations, neighborhood block associations, nonprofit public service organizations, community business associations, associations of churches or other faith-based institutions, associations of educational institutions and other institutions situated and conducting business within its geographic boundaries. No single resident, business, faith-based institution, or other entity shall be a delegate, however, they may be represented through a neighborhood organization as provided in Article V. Special interest groups, i.e., governmental entities and ad hoc committees, shall not serve as delegates.

Section 4.2 - Participation in the SBW-SNC shall not be limited by the imposition of fees or other requirements other than as provided by these bylaws. No individual or organization shall be excluded on the basis of race, creed, color, religion, gender, sexual orientation or national origin.

Section 4.3 - The delegate board of SBW-SNC shall govern and oversee the management of the corporation. It shall formulate policies, evaluate projects, set goals and act on behalf of the SBW-SNC for all purposes.

Article V SBW-SNC Seats and Voting Authority

Section 5.1 - The SBW-SNC delegate board shall consist of the following representatives, each having one vote:

Eleven initial residential seats, appointed annually by the respective boards of each of the following civic associations which are to provide an authorization letter indicating their delegate:

Royal Oaks Civic Association, Royal Spring Civic Association, Shadow Oaks Civic Association, Sherwood Oaks Committee, Spring Branch Civic Association, Springwoods Civic Association, Timber Oaks Civic Association, Victorian Village Townhouse I, Wrenwood Civic Association, Gessner Woods Civic Association and Pine Village Civic Club.

As the number of participating resident associations increases, each newly participating organization will appoint a delegate and the number of residential seats shall increase.

One business seat, selected annually by a business organization to be determined by the delegate board.

One business seat, selected by all participating business interests in the geographic boundaries of SBW-SNC annually at their own meeting, or in lieu of that, at the first SBW-SNC meeting of the year by those interests in attendance with an authorization letter to vote from the business they represent.

One faith-based institution seat, selected by all participating faith-based interests in the geographic boundaries of SBW-SNC annually at their own meeting, or in lieu of that, at the first SBW-SNC meeting of the year by those interests in attendance with an authorization letter to vote from the religious organization they represent.

The initial faith based organization seat is held by St. Catherine of Siena Catholic Church.

One open seat, selected by all other participating organizations in the geographic boundaries of SBW-SNC annually at their own meeting, or in lieu of that, at the first SBW-SNC meeting of the year by those in attendance with an authorization letter to vote from the entity they represent. Only organizations that are not in one of the categories listed above, such as apartment owners, apartment tenant associations, educational institutions, and other community organizations, shall be included in this selection.

Section 5.2 - The number of seats and the manner in which they are elected may be modified from time to time in the manner set forth for the amendment of these by-laws.

Section 5.3 - Members of the SBW-SNC delegate board shall be residents of Texas and live or work within the Houston city limits.

Section 5.4 - Each entity designating a delegate may at their discretion designate an alternate delegate whose

function will be to substitute for their primary delegate as needed and when doing so, shall have the same powers and responsibilities.

Article VI Executive Committee

Section 6.1 - The delegate board shall have an Executive Committee, which shall schedule and convene delegate board meetings of SBW-SNC and, between meetings of the delegate board, act for SBW-SNC to approve and set policies; evaluate projects; communicate with City government and SBW-SNC members; communicate with the City Liaison Super Neighborhood Council Coordinator; promote participation in City governance; and establish committees to carry out these and other functions as needed. The Executive Committee consists of the President, the Executive Vice President, the Vice President, the Secretary, the Assistant Secretary, and the Treasurer.

Article VII - Officers

Section 7.1 - The officers shall consist of a President, Executive Vice President, Vice President, Secretary, Assistant Secretary, and Treasurer.

Section 7.2 - The President shall preside over all meetings. The President shall have the authority to conduct meetings and to maintain order. The President shall appoint all committee chairs.

Section 7.3 - The Executive Vice President shall preside at meetings in the absence of the President and shall perform various duties and serve on committees as assigned by the President.

Section 7.4 - The Vice President shall preside at meetings in the absence of the President and the Executive Vice President and shall perform various duties and serve on committees as assigned by the President.

Section 7.5 - The Secretary shall keep an accurate record of proceedings of all meetings, attend to correspondence, when applicable, act as custodian of all records, as well as maintain current membership information and attendance records.

Section 7.6 - The Assistant Secretary shall review and attend to all in-coming and out-going correspondence of the SBW-SNC. The Assistant Secretary assumes the duties of the Secretary in his or her absence.

Section 7.7 - The Treasurer shall keep an accurate record of all financial transactions, receive all monies, and deposit funds, if any, in the bank. This officer shall disburse monies as authorized by the SBW-SNC. The Treasurer shall present a report of finances at each SBW-SNC meeting. Checks disbursed shall contain the signature of the Treasurer as well as the signature of one of the other members of the Executive Committee.

Section 7.8 - Officers shall be duly elected every two years as the first order of business at the first meeting of the SBW-SNC of each year by a quorum of the voting members of the SBW-SNC. Officers shall be installed at that meeting immediately after their election and hold office for (2) years. The President, Vice President, and Assistant Secretary shall be elected in even years. The Executive Vice President, Secretary, and Treasurer shall be elected in odd years.

Section 7.9 - No officer shall serve in the same position for more than two (2) consecutive terms.

Section 7.10 - A vacancy in an office shall be filled by a special election by a quorum of the members of the SBW-SNC. Officers elected to fill the vacancy shall assume office at the first meeting following the special election and shall hold office until the next regular installation of officers.

Section 7.12 - Any officer who fails to meet the obligations of their office may be removed from office by a two-thirds (2/3) majority vote at a SBW-SNC meeting where a quorum is present.

Article VIII - Meetings

Section 8.1 - Meetings of the SBW-SNC shall be held not less frequently than once per year in January. The day, date, time, and location of each meeting is to be set by the President (with the approval of the members of the Executive Committee present) during the preceding meeting. The SBW-SNC may provide, by resolution, the time and place for the holding of additional regular meetings of the SBW-SNC. Meetings will be held in the SBW-SNC general geographic area, but may be held outside of that area if no suitable location is available within the SBW-SNC geographic area.

Section 8.2 - Special meetings may be called by the President or Executive Vice President, or by the written request to either or both by a quorum of the members. The Executive Committee will call requested meetings within a three (3) week time frame.

Section 8.3 - A simple majority of the SBW-SNC delegate board members then selected under Section 5.1 shall constitute a quorum for the transaction of business at a SBW-SNC meeting. If less than a majority of the delegate board is present at any meeting, a majority of the members present may adjourn the meeting.

Section 8.4 - SBW-SNC stakeholders may participate via meetings open to the public and will be notified of decisions through their participating organizations, respective civic association meetings and/or newsletters and may be published in various newspapers available to the community.

Section 8.5 - All SBW-SNC meetings shall be conducted where the public may observe discussions and participate according to rules established by the delegate board.

Section 8.6 - Notice of any regular or special meeting of the SBW-SNC shall be given at least five (5) days previously by written notice delivered personally or sent by mail or electronically to each SBW-SNC delegate at his address as shown on the records of the organization. The annual meeting will be announced via press release distributed to local newspapers.

Article IX - Committees

Section 9.1 - The Corporation may establish such standing committees as it may require.

Section 9.2 - Special committees of the Corporation may be established as the need arises. Chairpersons of special committees shall be appointed by the President or in his absence the Executive Vice President, or by the Vice President in the absence of both the President and the Executive Vice President.

Section 9.3 - The committee chairperson shall appoint at least two additional committee members.

Section 9.4 - Committee chairpersons and committee members need not necessarily be SBW-SNC members, however, they must be affiliated with stakeholder or potential stakeholder organizations and approved by the President or in his absence the Executive Vice President, or by the Vice President in the absence of both the President and the Executive Vice President.

Article X - Meeting Procedure

The current edition of Robert's Rules of Order shall govern the Corporation's meeting procedure in all points of order not covered by these Bylaws.

Article XI - Assets

All assets acquired by SBW-SNC shall be used in furtherance of the purposes set forth in Article III. and as otherwise provided by these bylaws. The Corporation shall have no power to acquire or use its assets in a manner not in furtherance of such purposes or in contravention of the Texas Nonprofit Corporation Act, 26 U.S.C. §501(c) or any successor statute to either, to the extent it applies.

Article XII - Indemnification

Section 12.1 - Indemnification of Directors and Officers.

(a) The Corporation may indemnify any director or officer, nominee or designee for director or officer who, while serving in such capacity, served at the Corporation's request as a director or officer (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against reasonable expenses (including court costs and attorney's fees), damages, fines, penalties (including excise and similar taxes), judgments, amounts paid in settlement, and other liabilities actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding (hereinafter referred to as a "proceeding") to which he may be made a party or in which he may become involved by reason of his being or having been such a director or officer, or nominee or designee for director or officer, if such person (I) conducted himself in good faith, (II) reasonably believed, in the case of conduct in his "official capacity: (as defined in subsection (i) of this Article), that his conduct was in the Corporation's best interests, and (III) in the case of any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. No indemnification shall be made under this subsection (a) in respect of any proceeding as to which such person shall have been (I) found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from the action taken in the person's official capacity, or (II) found liable to the Corporation. In the event a determination is made, pursuant to this subsection (a), that a person is entitled to indemnification in connection with a proceeding brought by or on behalf of the Corporation, such indemnification shall be limited to the reasonable expenses (including court costs and attorney's fees) actually incurred by such person in connection with such proceeding. The termination of any proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person (i) did not conduct himself in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation, and (ii) with respect to any criminal action or proceeding, did or did not have reasonable cause to believe that his conduct was unlawful.

(b) Notwithstanding the terms of subsection (a) of this Article, if a court of competent jurisdiction determines that, in view of all the relevant circumstances, a person named in subsection (a) of this Article is fairly and reasonably entitled to indemnification, the court may order such indemnification as it determines to be proper and equitable, provided that such court-ordered indemnifications shall be limited to reasonable expenses (including court costs and attorney's fees) if the proceeding is brought by or on behalf of the Corporation or if the person is found liable on the basis that personal benefit was improperly received by him, whether or not such personal benefit resulted from an action taken in such person's official capacity.

(c) In addition to the indemnification provided for in subsections (a) and (b) above, the Corporation shall indemnify every director or officer, nominee or designee for director or officer or former director or officer of the Corporation or any person who while serving in such capacity have served at the Corporation's request as a director or officer (or in a similar capacity) of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan against reasonable expenses incurred by such person in connection with a proceeding in which he is a party because he served in any of the foregoing capacities, if such person has been wholly successful, on the merits or otherwise, in defense of the proceeding. If, in a proceeding for indemnification, a court of competent jurisdiction determines that such person is entitled to under this subsection (c), the court shall order indemnification and award to such person the expenses incurred in securing such indemnification.

(d) Any indemnification under subsection (a) of this Article (unless ordered by a court of competent jurisdiction) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer, or nominee or designee for Director or officer, is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made by the Board of Directors or the Shareholders.

(e) Reasonable expenses (including court costs and attorney's fees, as well as expenses incurred in appearing as a witness or other participant in a proceeding) incurred by a person named in subsection (a) of this Article who was, is or is threatened to be made a party to a proceeding, whether civil, criminal, administrative, arbitrative or investigative, shall be paid by the Corporation at reasonable intervals in advance of the final disposition of such proceeding after a determination is made in the manner specified by subsection (d) of this Article that the information then known to those making the determination (without undertaking further investigation for purposes thereof) does not establish that indemnification would be impermissible under subsection (a) of this Article, and upon receipt by the

Corporation of (I) a written affirmation by such person of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation as authorized in this Article, and (II) a written undertaking by or on behalf of such person to repay the amount paid or reimbursed by the Corporation unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) It is the intent of the Corporation to indemnify the persons referred to in this Article to the fullest extent permitted by law. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking may be entitled under any law, the Corporation's articles of incorporation, agreement, vote of shareholders or the Board of Directors, or otherwise, or under any policy or policies of insurance purchased and maintained by the Corporation on behalf of any such director or officer, both as to the Corporation on behalf of any such director or officer, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) Any indemnification of or advance of expenses to a director in accordance with this Article shall be reported in writing to the shareholders of the Corporation with or before the notice or waiver of notice of the next shareholder's meeting or with or before the next submission to shareholders of a consent to action without a meeting and, in any case, within the twelve-month period immediately following the date of the indemnification or advance.

Section 12.2 - The indemnification provided in this Article shall be subject to all valid and applicable laws, including, without limitation, all applicable provisions of the Texas Nonprofit Corporation Act.

Article XIII - Amendments

These bylaws may be amended from time to time by resolution in writing, presented at a meeting of the SBW-SNC and approved by a two-thirds (2/3) majority vote of the delegate board of SBW-SNC at two consecutive meetings at which a quorum is present at each meeting.

Article XIV - Dissolution

The SBW-SNC may be dissolved by a resolution in writing approved by a two-thirds (2/3) majority vote of SBW-SNC at two consecutive meetings at which a quorum is present at each meeting, and upon the filing of Articles of Dissolution in compliance with the Texas Nonprofit Corporation Act. Upon the discontinuance of the Corporation, whether by dissolution or otherwise, all assets of the corporation remaining after the payment of its lawful indebtedness shall be distributed to a corporation (1) qualified to do business in the State of Texas under the Texas Nonprofit Corporation Act, and (2) qualified as a tax-exempt entity under 26 U.S.C. §501(c) or, as appropriate, any successor statute to those referred to in (1) and (2) above.