

**BYLAWS
OF
THE UNIVERSITY PLACE SUPER NEIGHBORHOOD COUNCIL**

I. PARTICIPATION

Participation in the University Place Super Neighborhood Council, hereinafter referred to as UPSNC, shall be available to civic associations, business associations and institutions or institutional associations within the University Place area bounded by Main Street, North Braeswood, Kirby, and the Southwest Freeway provided that each such entity shall be qualified by meeting at least one of the following criteria:

- Residential Associations representing at least 10% of the University Place area or represent at least 10% of the total number of residents.
- Business Associations representing at least 10% of the total businesses within the boundaries set forth above or at least 10 of the area.
- Institutional Associations representing a majority of the institutions within the boundaries set forth above or Institutions that occupy at least 10% of the University Place area.

Any organization consisting of at least 20% of the area or 20% of the residents may appoint two representatives to the Council. Nonqualifying groups are encouraged to join a qualifying organization or organize themselves to meet the qualifications set forth above.

Additionally, any stakeholder within the Super Neighborhood shall have the right to be represented through either existing or new qualifying organizations.

II. PURPOSE

The University Place Super Neighborhood Council shall operate for the promotion of civic goals.

III. THE COUNCIL AND ADVISORY BOARD

A. Appointment of Council Members.

Each qualifying association shall appoint one or more representatives annually as described above. Membership in the University Place Association is not a requirement for participation in UPSNC.

B. Number.

The initial Super Neighborhood Council shall consist of a representative from each of the following organizations:

- Boulevard Oaks Civic Association
- Museum Area Municipal Association
- Southampton Civic Club
- Southgate Civic Club
- Southampton Extension Civic Club
- Morningside Place Civic Association
- Old Braeswood Civic Club
- Rice University
- South Main Center Association
- University Place Association
- University Place Businesses
- University Place Institutions
- University Village Association

After the formation of the initial UPSNC, a qualifying organization may request a seat on the UPSNC by addressing a letter to the Council.

C. Regular Meetings.

The Super Neighborhood Council will meet four times per year at such time and place as shall be designated, from time to time, by resolution of the Council. At any regular meeting any matter pertaining to the purposes of the Council may be considered and acted upon. The schedule for Regular Meetings shall be posted on the University Place website: www.neosoft.com/~uplace. The University Place Super Neighborhood 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 Super Neighborhood Council shall sign a Speaker's List at the beginning of the meeting and shall be allowed three (3) minutes to speak.

Exclusion of any individual or organization based on race, creed, color, religion, gender, sexual orientation or national origin

from participating in the super neighborhood council activities or serving as a council member shall be prohibited.

D. Special Meetings. Notice. Special meetings of the Council shall be held whenever called by the President or a majority of the Council members. The Secretary shall cause notice of each Special Meeting to be given to each Council member in the manner provided in these bylaws at least seven days before the meetings. Only matters announced in the notice may be considered and acted upon at a Special Meeting.

E. Quorum. A majority of the Council shall constitute a quorum. If at any meeting of the Council there be less than a quorum present, a majority of those present may reschedule the meeting for a later date. The act of a majority of the Council members present in person or by proxy at a meeting at which a quorum is in attendance in person or by proxy shall constitute the act of the Council, unless the act of a greater number is required by law or by these Bylaws.

F. Compensation of Council members. Council members shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the Council in any other capacity or receiving compensation therefore.

IV. OFFICERS

A. Titles and Terms of Office. At the first Regular meeting of the Council, the Council shall elect officers: a civic vice president, an institutional vice president and a business vice president. The Council may elect a President from among the three vice presidents. The Council shall also elect a Secretary and a Treasurer. Each Officer shall hold office until the corresponding meeting in the next year or until a successor shall have been qualified, or until the Officer shall have resigned or shall have been removed, in the manner provided in these Bylaws. Any vacancy in any of such offices may be filled for the unexpired term by the Council at any Regular Meeting or at any Special Meeting called for the purpose.

B. President. The President shall preside at meetings of the Council. The President may sign or execute, in the name of the Council, all contracts, undertakings and instruments, which require the approval or consent of the Council.

C. Vice President. The Civic Vice President shall preside at meetings of the Council in the absence of the Chairman. The Vice President may sign or execute, in the name of the Association, all contracts, undertakings and instruments which require the approval or consent of the Council.

D. Secretary. The Secretary shall keep the minutes of the meetings of the Council, in books provided for the purpose. The Secretary (i) shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (ii) shall be custodian of the records; and (iii) shall perform all duties incident to the office of a secretary of an Association and any other duties as from time to time, may be assigned by the Council.

E. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Council. The Treasurer shall render to the Manager and to the Council, whenever requested, an account of the financial condition of the Council; and, in general, shall perform all duties incident to the office of treasurer and any other duties as may be assigned by the Council.

F. Assistant Officers. The Council may appoint one or more Assistant Secretaries and one or more Assistant Treasurers. Each Assistant Secretary and each Assistant Treasurer shall hold office for such period as the Council may prescribe. Any Assistant Secretary may perform any of the duties or exercise any of the powers of the Secretary or otherwise, as occasion may require, in the administration of the business and affairs of the Council. Any Assistant Treasurer may perform any of the duties or exercise any of the powers of the Treasurer at the request or in the absence or disability of the Treasurer or otherwise as occasion may require in the administration of the business and affairs of the Association. Each Assistant Secretary and each Assistant Treasurer shall perform such other duties and/or exercise such other powers, if any, as the Council may prescribe. To establish the authority of an Assistant Secretary or an Assistant Treasurer to take any action on behalf of the Association in place of the Secretary or the Treasurer, as the case may be, it shall not be necessary to furnish proof of any request by, or of the absence or disability of, the Secretary or Treasurer or any other Assistant Secretary or Assistant Treasurer, respectively.

G. Other Officers. The Council may elect such other Officers as it deems desirable. Each such Officer shall hold office for such period, have such authority and perform such duties as the Council may prescribe.

H. Officers Holding Two or More Offices. Any two or more offices may be held by the same person except that under no circumstances shall the same person hold the office of President and the office of Secretary at the same time.

I. Removal. Any Officer of the Association may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the entire Council at any Regular Meeting or at any Special Meeting called for that purpose.

V. LIMITATIONS ON TAKING POSITIONS

The Council may take positions with respect to community issues in the name of the University Place Super Neighborhood Council only, and shall not take positions on behalf of any representative. In taking positions, the Council may describe itself as a coalition of civic associations, business associations and institutions located within University Place Super Neighborhood.

VI. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a two-thirds majority of the Council present in person or by proxy at any Regular Meeting, or at any Special Meeting if notice of the proposed amendment be contained in the notice of such Special Meeting, provided that any such amendment shall not become effective until 10 days after a copy of the amendment has been mailed to each member.

VII. MISCELLANEOUS

A. Notice and Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of these Bylaws, such notice shall be deemed to be sufficient if given in person, fax, e-mail or telephone or by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at the post office address, which appears on the books of the Association, or by posting on the University Place web site at www.neosoft.com/~uplace. Notices shall be deemed to have been given on the day of mailing. A waiver of notice, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

B. Resignations. Any Council member or Officer may resign at any time. Resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt the Secretary or President. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

C. Action Without a Meeting of the Council or Committees. Action of the Council or any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Council members, or all of the members of the committee, as the case may be; electronic mail may be used for such consent. Any meeting of the Council may be held by means of a conference telephone or the like to the full extent permitted under Texas law.

D. Depositories. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Council may from time to time designate, upon such terms and conditions as shall be fixed by the Council. The Council may from time to time authorize the opening and keeping, with such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto as it may deem expedient and consistent with the provisions of these Bylaws.

The undersigned, being the Secretary and President of the University Place Super Neighborhood Council hereby certify that the foregoing Bylaws were duly adopted by the Council of the Association effective November 15, 1999.

Kathy Lord, Secretary

Rev. Dr. Robert Moore, President

Date

Date

Hold for use if necessary. Pending rec. from Planning Department.

G. Advisory Board. The Advisory Board to the UPSNC is open to organizations that do not meet the size and population requirements outlined in section I (Participation).