

BYLAWS
OLD SIXTH WARD
NEIGHBORHOOD ASSOCIATION

Article I. Statement of Purpose and Boundaries of Old Sixth Ward Neighborhood

Section 1. The Old Sixth Ward Neighborhood Association exists for the purpose of maintaining and improving the quality of life within the Old Sixth Ward Neighborhood, recognizing and enhancing its historical and cultural importance to the City of Houston

Section 2. The Old Sixth Ward Neighborhood is bounded by United States Interstate 45 on the East, Buffalo Bayou on the South, Yale Street/Waugh Drive on the west and the Southern Pacific Railroad tracks just north of Center Street on the North (as amended January, 1992).

Article II. Management

Section 3. The management and administration of the Old Sixth Ward Neighborhood Association (Hereinafter referred to as "Neighborhood Association") shall be vested in the officers and Board of Directors.

Article III. Place of Meeting

Section 4. Meetings of directors, officers, board and/or the membership of this Neighborhood Association may be held at such place or places within Harris County, Texas as may from time to time be designated by the Board.

Article IV. Annual and Regular Meetings: Fiscal Year

Section 5. The annual meeting of this Neighborhood Association shall be held on the third Sunday in January of each year, to start no earlier than 2:00 p.m. nor later than 4:00 p.m. as determined by the Board of Directors.

Section 6. At each annual meeting, an election shall be held for the election of directors for ensuing year, who shall take office immediately after the completion of the meeting at which they are elected pursuant to Article IX, Section 15.

Section 7. Regular meetings of the Neighborhood Association shall be held quarterly, each year in January, April, July, and October, unless suspended by vote of a majority of the members in good standing at a regular meeting.

Section 8. The fiscal year shall be the same as the calendar year, from January to December.

Article V. Special Meetings of the Neighborhood Association's Membership-at-large

Section 9. Special meetings may be called by the following persons and in the following manner:

- (a) The President may, in the case of an emergency to be determined by the President, call a meeting of the full membership of the Neighborhood Association.
- (b) It shall be the duty of the President to call a meeting of the full membership of the

Neighborhood Association whenever requested to do so in writing by a majority of the members of the Board of Directors, stating the purpose of the meeting.

- (c) It shall be the duty of the President to call a meeting of the membership of the Neighborhood Association upon written request of one-quarter (¼) or more members in good standing on the date of the request, which request shall state the object of the called meetings

Section 10. Notice of special meetings of the Neighborhood Association under (b) and (c) shall be mailed by the Secretary not later than one week after the receipt of a written request as provided in (b) and (c) above. The notice shall state the object, the date and place, and the hour of the meeting; and said meeting shall be held not earlier than ten days nor later than thirty days from the date of the notice. However, if a regularly-scheduled Neighborhood Association meeting will occur within the aforementioned periods of time, the special meeting shall be held immediately preceding the regularly-scheduled meeting. No other business shall be presented at said meeting except that for which it is called and which is stated in said notice.

Article VI. Meetings and Quorum

Section 11. All proposed resolutions for consideration for the membership -at-large shall be submitted to the Secretary not less than twenty-one (21) days prior to any regularly-scheduled Neighborhood Association meeting.

Section 12. Meetings of the membership and the Board of Directors shall be as prescribed by these Bylaws. For all purposes of the Neighborhood Association a quorum shall consist of a majority of the members and members of the Board of Directors where the Board is to act. A quorum shall consist of the members in good standing present in person or by selected representation (proxy) at a regularly-scheduled meeting or at a specially-called meeting as provided in the Bylaws where the members are to act. A majority vote of the members of the Board of Directors of the Neighborhood Association at which a quorum is present shall be the act of such Board of the Neighborhood Association unless specified otherwise in the Bylaws of this Neighborhood Association.

Article VII. Nominations and Elections

Section 13. At least sixty days before the Annual Meeting, the President shall formulate a Nominating Committee composed of four members, two of whom shall be members of the Board of Directors and two of whom shall be elected to such positions by the membership at-large. The Nominating Committee shall present a list of candidates for directors to be elected at the Annual Meeting. The Nominating Committee shall constitute a quorum, and any vacancies occurring on said committee shall be filled by appointment by the President. Nothing in this provision shall prevent other nominations from consideration and inclusion on the ballot subject to the provisions of Section 41 through 46, inclusive, herein.

Article VIII. Duties and Powers of the Board of Directors

Section 14. The Board of Directors shall have the entire charge, control, and administration of the affairs of the Neighborhood Association. It shall execute all measures and proceedings necessary to advance the purposes of the Neighborhood Association. It shall keep a correct record of its proceedings and submit a summation of same to members at the Annual Meeting hereinabove provided for.

Article IX. Term of Officers and Directors

Section 15. The term of office for each director position shall be three years, in staggered terms. The term of each officer position shall be one year.

Article X. Qualifications of Officers and Directors

Section 16. No person shall be eligible for an office or shall be a director unless he or she is a member in good standing.

Article XI. Board Meetings and Election of Officers

Section 17. The Board of Directors meeting shall be held quarterly each year and immediately following the regular meetings of the Neighborhood Association as set out in Article IV, Section 5, of these Bylaws.

Section 18. At the first meeting of the Board of Directors after their election, the members thereof shall by a majority vote elect the officers of the Association from the member of the Board of Directors. The officers shall include the President, First Vice President, Second Vice President, Historic Conservation Officer, Neighborhood Protection Officer, Greater Houston Preservation Alliance Ex-officio Board Member, Multi-cultural Education and Counseling through the Arts/Dow School Liaison, Secretary, and Treasurer (as amended, January 1993).

Article XII. Duties and/or Powers of Offices

Section 19. DUTIES OF THE PRESIDENT. It shall be the duty of the President to preside at all meetings of the Neighborhood Association. the Board of Directors. and Executive Committee: to enforce the Bylaws: to preserve order and decorum: to require all officers and members of the committees to perform their duties: to appoint all committees not otherwise provided for: and to sign official documents. and to be a signator or co-signator on all checks. He/She shall be an ex-officio member of all committees. and shall generally perform all the duties pertaining to this office. and shall decide all questions of procedure and order. The President shall not vote at meetings of the Neighborhood Association except in case of a tie vote. He/She shall also serve as an official spokesperson for the Association in consultation with the First Vice President (as amended. January, 1993).

Section 20. DUTIES OF THE FIRST VICE PRESIDENT. It shall be the duty of the First Vice President to aid the President in the performance of his/her duties and to chair the Public Relations Committee, appoint all members thereto. and to chair other such committees as provided by these Bylaws. He/She shall also:

- (a) perform all duties of the President in the event of the President's absence or inability to serve.
- (b) serve as the publisher of all official Association publications and shall appoint all editors who shall report to the First Vice President.
- (c) serve as the primary media spokesperson and an official spokesperson for the Association in consultation with the President.
- (d) serve as Parliamentarian for all meetings of the Association and sign official documents.
- (e) produce and review all press releases in consultation with the President.
- (f) be a co-signator on Neighborhood Association bank accounts (as amended. January. 1993).

Section 20.1. DUTIES OF THE SECOND VICE PRESIDENT. It shall be the duty of the

Second First Vice President to aid the President in the performance of his/her duties and to chair the Membership Committee, appoint all members thereto. and to chair other such committees as provided by these Bylaws. He/She shall also perform all duties of the President in the event of the absence of both the President and First Vice President or their inability to serve. He/She may be a co-signator on Neighborhood Association bank accounts (as amended, January, 1993).

Section 21. In the event of the absence of both the President and the Vice Presidents or their inability to serve, a temporary president may be elected or appointed by the Board of Directors or the Executive Committee to serve in their stead.

Section 21.1. DUTIES OF THE HISTORIC CONSERVATION OFFICER. The duties of the Historic Conservation Officer shall include:

- (a) chairing the Historic Conservation Committee and through such committee coordinating and facilitating and encouraging research of the history and heritage of the Old Sixth Ward Neighborhood
- (b) maintaining and expanding the Historical Archives of the Association
- (c) Working toward and coordinating efforts to preserve the built environment that is the Old Sixth Ward Neighborhood.

The Historic Conservation Officer shall. Within five days after retiring from office, deliver to his/her successor all papers and other property in his/her possession (including the Historical Archives belonging to the Association (as amended, January, 1993).

Section 21.2. DUTIES OF THE NEIGHBORHOOD PROTECTION OFFICER. The duties of the Neighborhood Protection Officer shall include

- (a) chairing the Neighborhood Protection Committee and coordinating all neighborhood security and crime prevention programs.
- (b) maintaining regular and frequent communication with enforcement agencies and ensuring neighborhood representation at law enforcement-neighborhood community relations meetings.
- (c) ensuring attendance at Association meetings of representatives of law enforcement agencies.

The Neighborhood Protection Officer shall, within five days after retiring from office, deliver to his/her successor all papers and other property in his/her possession belonging to the Association (as amended, January, 1993).

Section 21.3. DUTIES OF THE GREATER HOUSTON PRESERVATION ALLIANCE EX OFFICIO BOARD MEMBER. The duties of the GHP A Ex-Officio Board Member shall include:

- (a) serving as the Old Sixth Ward Neighborhood representative on the GHPA Board of Directors.
- (b) attending all meeting of the GHP A Board and preparing a report for each meeting of the Association Board of Directors and membership.
- (c) serving as an official representative of the Association on the GHP A Sabine Committee

The GHP A Ex-Officio Board Member shall. within five days after retiring from office. deliver to his/her successor all papers and other property in his/her possession belonging to the Association (as amended, January, 1993).

Section 21.4. DUTIES OF THE MULTI-CULTURAL EDUCATION AND COUNSELING THROUGH THE ARTS/DOW SCHOOL LIAISON. The duties of the MECA/Dow School Liaison shall include:

- (a) serving as the Old Sixth Ward Neighborhood liaison to MECA and working to ensure open channels of communication between MECA and the Association.

(b) attending all meeting of the MECA Board of Directors and preparing a report for each meeting of the Association Board of Directors and membership.

(c) serving as an official representative of the Association on the MECA Facilities Committee. The MECA/Dow School Liaison shall. within five days after retiring from office. deliver to his/her successor all papers and other property in h.is/hcr possession belonging to the Association (as amended. January, 1993).

Section 22. DUTIES OF THE SECRETARY. It shall be the duty of the Secretary and his or her assistant to keep full and impartial records of the Neighborhood Association, the Board of Directors. and the Executive Committee: and to perfo^m1 such other duties as may be prescribed by the Board of Directors and the Executive Committee. These records shall at all times be open for inspection by the President and the Board of Directors or by any other member of the Neighborhood Association. The Secretary may be a signator or co-signator on Neighborhood Association checking accounts. The Secretary shall. within five days after retiring from office. deliver to his/her successor all papers and other property in his/her possession belonging to the Neighborhood Association.

Section 23. DUTIES OF THE TREASURER It shall be the duty of the Treasurer to be the custodian of all funds belonging to the Neighborhood Association: to keep a correct and faithful account of all receipts and expenditures: and to keep all books belonging to his/her office, which shall at all times be open to inspection by the President and the Board of Directors. The Treasurer shall submit a report. in detail. at all regularly-scheduled meetings of all income and expenditures for the preceding calendar month and a detailed report of balances of cash on hand as of the last day of the preceding calendar month. The Treasurer shall be a signator or co-signator on Neighborhood Association checking accounts. The Treasurer shall within five days after retiring from office deliver to the successor all monies, papers, and other property in his possession belonging to the Neighborhood Association.

Article XIII. Executive Committee

Section 24. The Executive Committee shall be composed of any and all of the officers of the Neighborhood Association.

Section 25. Regular meetings of the Executive Committee shall be held each month on the third Monday of the month at 7:00p.m. and at such other times as the President may call.

Section 26. The Executive Committee shall be vested by the Board of Directors with responsibilities pertaining to day-to-day administration of the affairs of the Neighborhood Association and including the budget.

Article XIV Special Board or Directors Meetings

Section 27. Special meetings of the Board may be called by the following persons and in the following manner:

- (a) The President may. in case of any emergency (to be determined by the President), call a meeting of the Board of Directors.
- (b) It shall be the duty of the President to call a meeting of the Board of Directors when requested to do so in writing by three (3) members thereof stating the purpose of the meeting. Said meeting shall be called within seven (7) days of receipt of the request by the Chair for a meeting of the Board of Directors.

- (c) Notice of any special meeting of the Board of Directors may be given to all members thereof by telephone, in person, or by written notice. Such notice to be given at least three (3) days prior to any such meeting.

Article XV. Vacancies

Section 28. All officers' or directors' vacancies occurring between annual meetings shall be filled by a two-thirds (2/3) majority vote of a quorum of the Board at any regular meeting or special meeting called for that purpose.

Article XVI. Removal

Section 29. Any director of the Neighborhood Association may be removed from the board by a two thirds (2/3) majority vote of the general membership in good standing present at a meeting called for such purpose, at which a quorum, as defined by the Bylaws, is present. Any officer may be removed from office by a two-thirds (2/3) majority vote of the Board of Directors in good standing present at a meeting called for such purpose, at which a quorum is present.

Article XV11. Number of Officers and Board Members

Section 30. There shall be no less than five and no more than twenty directors. The membership of the Board of Directors must at all times consist of the President, Vice Presidents, Historic Conservation Officer, Neighborhood Protection Officer, Greater Houston Preservation Alliance Ex-officio Board Member, Multi-cultural Education and Counseling through the Arts/Dow School Liaison, Secretary, and Treasurer, and additionally not less than five directors (as amended, January, 1993)

Article XVlll. Rights of Members

Section 31. No individual trustee, fiduciary, business entity, corporation, or nuclear family residing in one residence, shall have more than one (1) vote. No multiple residence unit buildings shall have more than four (4) votes. Any request for variance or dispute shall be referred to the Board of Directors for final decision (as amended, January, 1992).

Section 32. The members in good standing shall have all the rights and privileges of membership including the right to hold office in the Neighborhood Association and to vote, if qualified to do so, by Art. XVIII, Sec. 31.

Section 33. No member shall be considered in good standing who is in arrears in payment of dues to the Treasurer seven (7) days prior to said meeting. He or she shall not be entitled to vote: nor shall he or she be eligible to be an officer or director in this Neighborhood Association: nor shall he or she be entitled to any of the other privileges of a member of the Neighborhood Association.

Article XIX. Dues

Section 34. Annual membership dues of the Neighborhood Association shall be not less than \$12.00 per year per individual member and \$60.00 per year per business or corporate member (including trustees and fiduciaries). Annual membership dues of individuals of sixty (60) years of older shall be not less than \$6.00 per year per individual.

Section 35. New persons joining on or after July 1 of any year will be charged one-half of the annual dues.

Section 36. Any member delinquent for sixty days in payment of dues will be automatically suspended from membership. Delinquent members may be reinstated upon payment of dues for which the member is in arrears.

Article XX. Special Assessments

Section 37. Special assessments against such member may be levied by a two-thirds vote of the members in good standing present at any meeting of the members at which a quorum, as defined by the Bylaws, is present, provided, further, that such proposal for assessment shall have been placed in the minutes at the previous regular meeting of the Neighborhood Association

Article XXI. Expenditures

Section 38. All expenditures of the Neighborhood Association funds for operations other than emergencies shall be authorized by the Executive Committee which may direct the Treasurer to pay all bills incurred or to be incurred by the Neighborhood Association of of \$100 or less. and the Treasurer and one other designated officer for bills in excess of \$100.00 The President plus one officer may pay for the necessary stationary, stamps, and the cost of holding meetings. and no further authorization shall be necessary from the Executive Committee.

Section 39. The President of the Neighborhood Association shall be allowed a \$100 00 working fund to pay for expenses deemed necessary for the welfare of the Neighborhood Association. This fund may be replenished by the Board of Directors at any time. None of the aforementioned \$100 00 may inure to the personal benefit of the President or any officer or member of the Board of Directors.

Article XXII. Bonding

Section 40. The Board of Directors may, upon request, require any officer and/or employee of the Neighborhood Association to give a proper surety bond for the faithful accounting of such funds, with surety or sureties satisfactory to the Board and with the premium of the bond paid by the Neighborhood Association.

Article XXIII. Mail Ballots

Section 41. By a majority vote at a meeting of the Board of Directors where a quorum is present, a mail vote may be authorized when voting on a specified resolution and will be accepted as though the member was present and voting on a specified resolution and will be accepted as though the member was present and voting at a regular or special called meeting of the Neighborhood Association where Neighborhood Association business is transacted.

Section 42. It shall be the duty of the Neighborhood Association Secretary to prepare ballots and mail to each member in good standing. As much information on the resolutions listed shall be presented to the members with the mail ballot. On the written request of ten members in good standing, the Board of Directors shall include with the mail ballot such information or statements as presented by the ten members to each member presented a ballot.

Section 43. Election rules for mail ballots shall be established by the Board of Directors, except

that the ballots must be mailed not less than ten (10) days before the regular or called meeting of the Neighborhood Association at which the ballots are to be counted. All mail ballots received from members in good standing before the start of the Neighborhood Association meeting shall be considered as received and Voted as directed on the signed ballot. All members attending the regular or special meeting at which the ballots are counted may vote by written ballot submitted when requested during the meeting. Only one written ballot shall be counted for each member. In the event that any family membership submits more than one ballot, the ballot bearing the latest date shall be regarded as the official ballot and so counted.

Article XXIV. Notices

Section 44. Whenever, under the permissions of these Bylaws, notice is required to be given to any officer or director. it shall not be construed to mean personal notice. but much notice may be given in writing, by mail by depositing same in the post office or letter box in a postpaid sealed wrapper or on a postpaid card, addressed to such director. officer. or member at such address as appears on the books of the Neighborhood Association or on the records of the Secretary or. in the absence of any such address. then to such officer, director, or member at the office of the Neighborhood Association in Harris County, Texas: and notice shall be deemed to have been given at the time when the same shall have been thus mailed.

Section 45. Notice to the general membership shall be construed as having been given by publication in the official publication of the Neighborhood Association. The Board of Directors will specify the official publication of the Neighborhood Association. Said publication shall

- (a) be printed quarterly;
- (b) be circulated at least fifteen days prior to each quarterly meeting of the membership: and
- (c) list the names of members in arrears and amount of arrearage.

Section 46. Any notice required to be given under these Bylaws may be waived in writing, signed by the person or persons entitled to such notice. whether before or after the time stated therein. and such waiver in every instance shall be deemed equivalent to notice to the person or persons who executed the same.

Article XXV. Committees

Section 47. There shall be, in addition to such committees as the membership-at-large and the Board of Directors shall determine, the following standing committees. with such duties as the Board and these Bylaws may designate:

Membership Committee
Public Relations Committee
Historic Conservation Committee
Neighborhood Protection Committee

(as amended, January, 1993)

Section 48. The chair of each such standing committee shall be as set out in Article XII. Section 20 through 21.2 of these Bylaws as determined by the Board of Directors (as amended. January. 1993).

Section 49. There shall be an Advisory Board composed of knowledgeable and influential citizens whose purpose is to advise and promote the Old Sixth Ward Neighborhood.

Article XXVI. Order of Business and Rules of Order

Section 50. The order of business shall be:

- (a) Reading of minutes of the last meeting;
- (b) Treasurer's Report;
- (c) committee reports;
- (d) unfinished business;
- (e) new business;
- (f) program or miscellaneous;
- (g) notification of next regular meeting; and
- (h) adjournment.

Article XXVII. Amendments

Section 51. These Bylaws may be amended from time to time by resolution in writing, presented at a regular meeting of the Neighborhood Association, read and approved by a two-thirds majority vote at two consecutive regular meetings at which a quorum is present at each meeting.