BY-LAWS OF THE

PANTHER CREEK VILLAGE ASSOCIATION

as amended and adopted on

September 8, 2011

ARTICLE ONE
NAME AND PURPOSE

The name of this Association shall be Panther Creek Village Association (the "Association"). The Association shall serve as the representative of the residents of the Village of Panther Creek (the "Village") in dealings with various local, county, state and federal governing bodies, businesses, and community associations within Montgomery County, Texas in furtherance of the following described purposes:

1) to serve the interests and welfare of its Membership;
2) to enhance recreation and the quality of life within the Village; and
3) to promote unity and fellowship among Residents.

Additionally, it is the intention of the Association to create membership awareness on various issues affecting Members and the Village, and to offer to its Membership assistance in the resolution of complaints involving the Village and The Woodlands, Texas and the latter's community associations. The Association will not undertake any activities that are not permitted to a non-profit organization that is exempt from taxation under Section 501 (c) (4) of the Internal Revenue Code.

ARTICLE TWO
PRINCIPAL OFFICE/MEETING LOCATION

The principal office of the Association and all meetings of the Membership, the Board of Directors, and Executive Committee of the Association shall be or take place within The Woodlands, Montgomery County, Texas. The Association may have other offices from time to time as designated by the Association's Executive Committee.

ARTICLE THREE
DEFINITIONS

As used in these By-Laws, the following terms shall have the following meanings:

a. "Area Representatives" means Residents that have been elected to such positions by the Membership, as provided in Article Nine of these By-Laws or as otherwise appointed pursuant to these By-Laws.

b. "Association" means the Panther Creek Village Association.

c. "Board of Directors" shall mean and be comprised of the Officers and the Area Representatives, as further described in Article Nine of these By-Laws. Each member of the Board of Directors is sometimes referred to herein as a "Director."

d. "Covenants" shall mean the Covenants, Restrictions, Easements, Charges, and Liens of The Woodlands, as set forth in that certain General Warranty Deed dated January 11, 1974, from The Woodlands Community Association to The Woodlands Development Corporation, recorded in Volume 841, Pages 297-352, of the Deed Records of Montgomery County, Texas, and as amended pursuant to their terms.

e. "Executive Committee" shall mean a committee of the Association, comprised of the Officers and any other Area Representatives appointed by the Board of Directors to serve thereon, pursuant to Section 8.1 of these By-Laws.

f. "Member" shall mean a natural person, 18 years of age or older, who is an owner of residential property located in the Village or a Resident of the Village.

g. "Membership" shall mean all of the Members.

h. "Officers" shall mean the President, Vice President, Secretary, and Treasurer of the Association, as more fully described in Article Seven of these By-Laws.

i. "Resident" shall mean a natural person, 18 years of age or older, whose principal place of residence is within the Village.

j. "Township" shall mean The Woodlands Township, a special district with certain enumerated taxation and quasi-municipal or governmental powers, as created by the Texas Legislature, the boundaries of which encompass, among other areas, the Village. Such term shall also include any municipality or other local governmental body that succeeds to the rights and obligations of such special district to enforce the Covenants.

k. "Village" means the Village of Panther Creek, a community of neighborhoods located within the planned unit development known as "The Woodlands," as described in the Covenants.

ARTICLE FOUR
MEMBERSHIP

4.1 Membership Automatic:

Membership in the Association is automatic for each person satisfying the definition of "Member."

4.2 Voting:

All Members, so long as the same shall qualify under the terms and provisions hereof, shall be entitled to vote on each matter submitted for Membership approval by the Board of Directors or as otherwise required under these bylaws or the Texas Business Organizations Code. Each Member shall have one vote, subject to the following exceptions and conditions:

(1) Any Member who is in violation of the Covenants or who has failed to pay assessed dues (if any), as determined by the Executive Committee, shall not be entitled to vote during any period in which such Member remains in violation of the Covenants or continues to fail to pay assessed dues.

(2) The Executive Committee may make such regulations as it deems advisable for any meeting of Members in regard to proof of eligibility for Membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of Members for voting purposes, use of proxies, voting or meeting by mail, telephone, or other electronic means of communication, including the Internet, and such other matters concerning the conduct of meeting and voting, including provisions for absentee balloting, as it shall deem fit.

ARTICLE FIVE
Intentionally deleted.

ARTICLE SIX
MEETINGS OF MEMBERS

6.1 Annual Membership Meetings:

There shall be an annual meeting of the Association's Membership each year for the installation of the Board of Directors, receiving reports and the transaction of other business. Such meeting shall be held, not later than sixty (60) days following the election of the Board of Directors, on the date prescribed by the Board of Directors, as constituted immediately prior to such election. Annual Membership meetings shall be open to all Members.

Notice of such annual Membership meetings shall be issued by the Secretary by publication in a newspaper having general circulation in The Woodlands, including the Village, and/or in a publication with general delivery to Residents.

6.2 Special Membership Meetings:

Special meetings of the Membership may be called at any time by the President, or in his/her absence, the Vice President, and shall be called by the President, or, in his/her absence, the Vice President: (i) on the written request of a majority of the Executive Committee; or (ii) on the written request of no less than twenty-five (25) Members of the Association.

Notice of any special Membership meeting must be issued by the Secretary by publication in a newspaper having a general circulation in The Woodlands, including the Village, not less than seven (7) calendar days prior to the scheduled meeting, and/or in a manner approved by the Executive Committee so as to ensure that there is a reasonable dissemination of the information pertaining to the time, place, and specific purpose of the meeting.

6.3 Quorum/Voting – Membership Meetings:

Ten (10) Members of the Association, when present at any Membership meeting duly called in accordance with Sections 6.1 or 6.2, as applicable, shall constitute a quorum. In the event there are fewer than this number at any Membership meeting, the meeting may be adjourned until such time as a quorum is present. Unless otherwise specifically provided in these By-Laws, where a vote of the Membership is required to undertake any action, the vote of a majority of the Membership present and voting at such meeting shall constitute a vote of the Membership, provided that a quorum is present and voting.

6.4 Rules of Order – Membership Meetings:

Rules of order for all meetings of the Membership shall be established by the Executive Committee. In the absence of rules of order established by the Executive Committee, Roberts Rules of Order shall govern. Notwithstanding the foregoing, to the extent that the meetings of the Membership are subject to the Texas Open Meetings Act (the "Act") or other applicable law, rules of order for meetings of the Membership shall be consistent with the requirements, if any, imposed under the Act and such other applicable law.

6.5 Rules of Conduct:

The meetings of the Membership are intended, among other things, to provide a forum for open discussion of residents' concerns and interests. Proper conduct and decorum shall be maintained by Members in attendance, including all Officers and Area Representatives, at all meetings and at all times.

Reasonable rules of conduct at meetings shall be enforced by the Executive Committee, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the Membership meetings. No Member who is asked to leave a meeting for actions of misconduct or improper decorum, said request

being made by the meeting's presiding Officer, or escorted from a meeting by a law enforcement official shall have any legal recourse against the Association or any of its Members for such action.

ARTICLE SEVEN
OFFICERS

7.1 Officers:

The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer of the Association and shall be elected by the Membership in the manner set forth in Section 7.2 and Article Ten, below, except in the case of vacancies, which may be temporarily filled by appointment, as provided in Article Eleven, below. All Officers must be Residents, satisfy the requirements of Article Four with respect to voting privileges, and otherwise be in good standing under these By-Laws.

7.1.1 President:

The President shall be the chief Officer of the Association. The President shall direct the activities of the Association and communicate to the Members and the Board of Directors such matters and make suggestions as may, in the opinion of the President, tend to promote the welfare of the Membership and increase the usefulness of the Association. The President shall provide a written agenda for all meetings, oversee the duties of all committees appointed by the Executive Committee, execute, on behalf of the Association, all contracts to which the Association is a party, and perform such other duties as are necessarily included in this office.

7.1.2 Vice President:

The Vice President shall perform all duties of the President in his/her absence, and other such duties delegated by the President. The Vice President shall be responsible for all public relations pertaining to the Association.

7.1.3 Secretary:

It shall be the duty of the Secretary:

(1) To give notice of all meetings of the Association and to make provisions for the keeping of a record of proceedings:

(2) To present and distribute at each annual Membership meeting, each regular Membership meeting, and each Executive Committee meeting, written minutes of the previous annual or regular Membership meeting or Executive Committee meeting, as the case may be;

(3) To keep an attendance roster of the Directors in attendance at Board of Director and Membership meetings;

(4) To conduct correspondence and carry into execution all orders, votes and resolutions not otherwise committed; and

(5) To maintain the record copies of the official minutes and to serve as the records custodian for all minutes, correspondence, legal filings and other corporate records of the Association.

7.1.4 Treasurer:

It shall be the duty of the Treasurer:

(1) To keep an accurate account of all monies received and expended for the Association and make disbursements authorized by the Executive Committee;

(2) To establish a method for the collection and payment of dues, if any;

(3) To deposit all sums received by the Association in the bank account(s) approved by the Executive Committee, with such funds to be drawn only on his/her signature and/or the signatures of the President or Vice President as is in accordance with the directives of the Executive Committee;

(4) To present and distribute at each regular meeting a report of receipts, disbursements and monies in the Association's bank account(s), and listing anticipated receipts and expenditures that will occur within the following month;

(5) To file or cause to be timely filed all appropriate federal and state tax returns and public information filings; and

(6) To present and distribute at annual Membership meetings a financial report summarizing all transactions during the year and the fiscal condition of the Association.

7.2 Terms of Officers:

The President and Treasurer shall be elected in even numbered years. The Vice President and Secretary shall be elected in odd numbered years. All Officers shall serve two (2) year terms and until successors are duly elected. Officers are eligible for reelection.

No Member may hold two or more Officer positions at any one time.

7.3 Return of Association Records:

Within a reasonable time, not exceeding sixty (60) days, following the expiration of any Officer's term, such Officer shall surrender to his or her successor or to the President of the Association, all records of the Association in such Officer's possession or control, including, without limitation, correspondence, meeting agendas and minutes, transaction receipts, contracts, and any other document relating to Association transactions.

ARTICLE EIGHT
EXECUTIVE COMMITTEE/ RESONSIBILITIES AND MEETINGS

8.1 Executive Committee Membership:

The Association shall have an Executive Committee composed of the Officers of the Association. Upon majority approval at a regularly scheduled meeting of the Board of Directors, the Executive Committee may be expanded to include not more than four (4) Area Representatives, who shall be appointed by the vote of the Board of Directors.

8.2 Duties:

The Executive Committee shall have supervision, control and direction of the affairs of the Association; shall consider and act upon the expressed desires of the Membership; shall actively perform such duties as may be necessary or desirable in order to promote the Association's objectives; and shall have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable, and may, in the execution of powers granted, appoint committees, designate committee chairpersons, or agents to work on specific problems, projects or reports.

8.3 Executive Committee Meetings:

Meetings of the Executive Committee may be called at any time by the President, or in his/her absence, the Vice President, and must be called by the President, or in his/her absence, the Vice President, upon written request of a majority of the Executive Committee. Notice (which may be provided via telephone) of meetings of the Executive Committee must be provided to each member of the Executive Committee, which notice shall state the general purpose of the meeting. Such notice shall be provided by the Secretary, unless delegated to another officer by the President, or in his/her absence, the Vice President.

8.4 Quorum/Voting – Executive Committee:

If the membership of the Executive Committee equals or exceeds five members, fifty percent (50%), of the members of the Executive Committee, when present at any of its meetings, shall constitute a quorum. If the membership of the Executive Committee is four or fewer members, seventy-five percent (75%) of the members of the Executive Committee when present at any of its meetings, shall constitute a quorum. In cases where fewer than the required members of the Executive Committee are present, the presiding Officer may adjourn from time to time until a quorum is present. Unless otherwise specifically provided in these By-Laws, where a vote of the Executive Committee is required to undertake any action, the vote of a majority of the Executive Committee members present and voting at such meeting shall constitute a vote of the Executive Committee, provided that a quorum is present and voting. Notwithstanding anything to the contrary contained herein, any meeting of the Executive Committee may, at the discretion of the President or, in the President's absence, the presiding officer of Executive Committee, be conducted via teleconference, internet, or via any other means of electronic transmission, by which each of the members of the Executive Committee entitled to participate are able to communicate with each other.

8.5 Rules of Order – Executive Committee Meetings:

Rules of order for meetings of the Executive Committee shall be established by the Executive Committee. In the absence of rules of order established by the Executive Committee, Roberts Rules of Order shall govern. Notwithstanding the foregoing, to the extent that the meetings of the Executive Committee are subject to the Texas Open Meetings Act (the "Act") or other applicable law, rules of order for Executive Committee Meetings shall be consistent with the requirements, if any, imposed under the Act and such other applicable law.

ARTICLE NINE
AREA REPRESENTATIVES/BOARD OF DIRECTORS/BOARD MEETINGS

9.1 Area Representatives:

Twelve (12) Area Representatives will be elected for a term of two years with one-half (six) standing for election in odd numbered years for positions designated as A positions and one-half (six) standing for election in even numbered years for positions designated as B positions. Area Representative positions are all at large positions and are designed to act collectively at all times in the representation of the Village as a single district. The primary role of an Area Representative is to solicit, communicate and represent the expressed desires of the Association's membership. No person may serve in two or more Area Representative positions.

All Area Representatives must be Residents, satisfy the requirements of Article Four with respect to voting eligibility, and otherwise be in good standing under these By-Laws. In the event that less than the requisite number of qualified Residents run for election to an Area Representative position, or otherwise qualify as write-in candidates, in each case pursuant to the then-applicable rules of the election, the Board of Directors, as constituted following the applicable election may appoint additional Residents to serve in the vacant Area Representative positions.

9.2 Board of Directors:

The Board of Directors shall be comprised of the Area Representatives and the Officers, duly elected or appointed in accordance with the terms of these By-Laws. The Board of Directors shall have such powers as are

accorded to directors of non-profit corporations under the Texas Business Organizations Code and these By-Laws, each as amended from time to time. Without limitations, the Board shall:

a. Manage and direct the affairs of the Association and promote the purposes for which it was organized;
b. Approve an annual budget and all expenditures of this organization, subject to such delegations of authority as may by granted by the Board, from time to time, to the Treasurer or any other officer or director of this organization, or to the delegation of authority provided in these By-Laws to the Executive Committee; and
c. Fill vacancies on the Board of Directors, inclusive of Officer positions.

9.3 Regular Meetings of the Board of Directors:

Each fiscal year, the then-current Board of Directors shall establish the situs, dates, and times for regular Board of Director meetings, which shall be held not less than quarterly, and shall be open to the Members. Notwithstanding the foregoing, the Board of Directors shall be entitled to adjourn into closed executive sessions in the event of matters involving attorney-client privilege, real estate contractual negotiations and discussions, consideration and discussion of the removal of any Director, and other matters for which entities that are subject to the Texas Open Meetings Act are permitted to conduct discussions within closed, executive sessions.

9.4 Special Meetings of the Board of Directors:

The President may, and upon petition of five Directors, shall, call a special meeting of the Board of Directors. The Secretary shall provide notice to the Directors and of such special meeting not less than five (5) days prior to the date established for such special meeting.

9.5 Voting/Quorum at Board Meetings:

Except as otherwise provided in these By-Laws or mandated by the Texas Business Organizations Code or as required under the Internal Revenue Code for organizations exempt from taxation under Section 501(c)(4) thereof, all Board action requires the approval of a majority of the Directors present and voting. All Board meetings require the presence of a quorum of the Directors, equal to a majority of the Directors, less the number of Directors that are not entitled to vote as a result of recusal due to actual or apparent conflict of interest, or applicable law.

9.6 Rules of Order - Board Meetings:

Rules of order for meetings of the Board of Directors shall be established by the Executive Committee. In the absence of rules of order established by the Executive Committee, Roberts Rules of Order shall govern. Notwithstanding the foregoing, to the extent that the meetings of the Board of Directors are subject to the Texas Open Meetings Act (the "Act") or other applicable law, rules of order for Executive Committee Meetings shall be consistent with the requirements, if any, imposed under the Act and such other applicable law.

ARTICLE TEN
ELECTIONS

10.1 Election Date and Results:

Election of Officers and Area Representatives shall take place annually on the date, if any, specified by the Township for the election of representatives to serve on the governing boards of the associations of the various villages located within the Township, including, the Village, provided that the Township has agreed to publicize and conduct such elections and/or to pay for the expenses associated with the conduct and publicizing of such elections, or if such date is not specified by the Township or if the Township has not agreed to publicize and conduct such elections and/or pay for the expenses attendant to the same, such other date as the Executive Committee may establish from time to time. Notice shall be by publication in a newspaper of general circulation within The

Woodlands, including the Village, on at least two (2) separate occasions within thirty (30) days prior to the election date.

Voting shall be by secret ballot. The applicable rules of the election shall be those then in use by the Township for the election of its directors, if the Township has agreed to publicize and conduct the election or pay for the same, as provided in the preceding paragraph; or such other rules, not in conflict with these Bylaws, as amended from time to time, as the Board of Directors may prescribe not less than ninety (90) days in advance of the election. Any Officer or Area Representative that is otherwise eligible under these By-Laws shall be eligible for reelection.

Eligible candidates for each Officer position that receive a plurality of not less than thirty-five (35) percent of the votes cast shall be elected to that Officer position. In the event no eligible candidate receives a large enough plurality of votes for a given Officer position, a runoff election, between the candidates for that position who received the largest and second largest percentage of votes, shall be held for that Officer position. The date(s) and location(s) for such runoff election shall be as established by the Executive Committee (as constituted prior to the most recent annual election) and notice thereof shall be by publication in a newspaper of general circulation within The Woodlands, including the Village, at least once and not less than fifteen (15) days prior to the runoff election date.

Candidates for Area Representative who receive the highest number of votes shall fill the available Area Representative positions in descending order of plurality of votes.

10.2 Write-In Candidates:

Subject to the rules of the applicable election, as described in Section 10.1, any Officer or Area Representative position may be filled by a write-in candidate who receives a plurality of votes for said position, provided such person is duly qualified to hold office under the terms and provisions of these By-Laws and, in the case of any Officer position, such person receives the required plurality of votes set forth in Section 10.1.

ARTICLE ELEVEN
REMOVAL/DISQUALIFICATION/RESIGNATION OF DIRECTORS

Any Director may resign from office for any reason, or may be removed from office for material breach of duties, including failure to actively attend Membership meetings, and/or, if such Director is a member of the Executive Committee, Executive Committee meetings, whenever the best interests of the Executive Committee and/or the Association shall be served by such removal. A Director shall automatically be removed from office if such Director is no longer a Resident or does not satisfy the voting requirements of Article Four (each such occurrence being referred to as an “Automatic Removal”).

Any proposal for removal of an Director (other than an Automatic Removal, as described above, or a voluntary resignation) shall be presented to the Executive Committee for a vote at any duly called Executive Committee meeting and, upon a two-thirds (2/3) majority vote of the Executive Committee members present and voting, excluding the Director subject to removal action (the “Affected Director”), who shall not be entitled to vote in connection with the removal proposal, written notice of the proposed removal, specifying the reasons therefor, shall be mailed to the Director’s last known address by regular mail and certified mail, return receipt requested. Such notice shall also advise the Director subject to the removal proposal (the “Affected Director”) of his or her right to challenge such removal by sending written notice , to a specified Officer at a specified address, of the Affected Director’s intent to challenge such proposal, so that the same is received by the specified Officer within thirty (30) days of such notice. If the Affected Director timely provides written notice to the specified Officer of his or her decision to challenge the removal action , the proposal will be submitted to a duly called and noticed meeting of the Membership, in which the consideration of removal of the Affected Director is listed as an item subject to Membership approval. The Affected Director shall be entitled, at such Membership meeting, to show cause why he or she should not be removed from office.

After presentation of the Affected Director's statement and/or other evidence relating to the removal proposal, if any, and discussion by the Members, upon a two thirds (2/3) majority vote of the Members present and entitled to vote, the Director shall be removed from office for his or her remaining term. No Director that is the subject of a proposal for removal shall be entitled to vote in connection with the removal proposal.

In the event of an Automatic Removal, a voluntary resignation, or a removal proposal approved by the Executive Committee that is not timely challenged by the Affected Director, notice of such Automatic Removal, resignation, or removal shall be announced at the first duly called Executive Committee or Board of Director meeting following the occurrence of the same.

No Director removed under this Section shall have any legal recourse against the Association, the Directors, or the Members for any action taken in good faith under these By-Laws.

The Board of Directors may appoint a Member, otherwise eligible to serve in such capacity, to fill a vacancy created by removal, resignation, or Automatic Removal of a Director until the expiration of the term of the vacated position.

ARTICLE TWELVE
AMENDMENTS & REVIEW

12.1 Amendments:

Proposals that these By-Laws be amended, altered, or repealed in whole or part, may be presented at any duly called Board of Directors meeting of the Association. Upon majority vote of the Directors present at such meeting, the changes or amendments shall be effective; provided that, except in the case of resignation, removal, or Automatic Removal of a Director, pursuant to Article Eleven, no amendment that reduces the number of Directors shall be effective until the expiration of the current term of office of the Director or Directors whose directorship positions are affected by such reduction.

12.2 Review:

The Executive Committee shall appoint a committee to review and, if necessary, update these By-Laws no less often than each even-numbered year. Recommendations proposed by such committee shall be presented at, and subject to, the majority vote of the Members at a meeting duly called in accordance with Section 12.1.

ARTICLE THIRTEEN
LIABILITIES/INDEMNIFICATION

13.1 Limitations of Liability:

Nothing herein shall constitute Members or Directors of the Association as partners for any purpose. No Member, Director, agent or employee of the Association shall be liable for the acts or failure to act of any other Member, Director, agent or employee of the Association. No Member, Director, agent or employee shall be liable for his acts or failure to act under these By-Laws excepting only acts or omissions arising out of his/her willful malfeasance.

13.2 Indemnification

The Association shall indemnify and hold harmless each person who is serving or has served as a Director, employee, or agent of the Association from and against any and all claims and liability, to which such person shall have become subject by reason of his or her having served in such capacity, or by reason of any action alleged to have been taken or omitted by such person in such capacity and shall reimburse each such person for all reasonable expenses, including, without limitation, all reasonable attorney's fees, incurred by such person in connection with any such claim or liability or threat thereof, provided that each of the following circumstances are present:

(i) such person acted in good faith;

(ii) in the case of a Director, such person reasonably believed that his or her actions were in the best interests of the Association or, in the case of any person that is not a Director, such person reasonably believed that his or her actions were not opposed to the best interests of the Association;

(iii) such actions or omissions did not violate such person's duty of loyalty, if any, to the Association; and

(iv) in the case of any criminal proceeding, such person had no reason to believe that such person had no reasonable cause to believe that such actions or inactions were unlawful.

Entitlement to indemnification under this Section 13.2 shall be determined in accordance with and is subject to the provisions of the Texas Business Organizations Code that relate to permissive indemnification, as amended from time to time.

ARTICLE FOURTEEN
FUNDS

14.1 Finances:

The Association is a non-profit organization. The Association shall use its funds only in furtherance of the objectives and purposes specified in these By-Laws and the Association's Certificate of Formation.

14.2 Bonding:

Persons entrusted with the handling of Association funds may be required, at the discretion of the Executive Committee, to furnish, at the Association's expense, a suitable fidelity bond.

ARTICLE FIFTEEN
DISSOLUTION

The Association may be dissolved by a two-thirds (2/3) vote of its total Members. Disposition of the assets of the Association upon dissolution shall be accomplished in the manner prescribed by the Association's Certificate of Formation.

ARTICLE SIXTEEN
BY-LAWS BINDING

These By-Laws shall be binding upon all Members of the Association.

CERTIFICATE OF ADOPTION OF BY-LAWS

The undersigned hereby certifies that:

1. He/she is duly elected and acting as the Secretary of the Panther Creek Village Association; and,

2. That the foregoing By-Laws, consisting of ___ pages, constitute the By-Laws of the Panther Creek Village Association, as fully revised, amended and adopted on this ___ day of _____, 2011.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his/her name.

_____
Secretary

ATTESTED TO BY THE FOLLOWING OFFICERS OF THE ASSOCIATION:

_____
President

_____
Vice President

_____
Treasurer