

By-Laws
Of
The Woodlands Creekside Park Village Association

1. GENERAL

1.1. Name

The name of this association shall be The Woodlands Creekside Park Village Association (the “Association”). The Certificate of Formation for the Association was filed in the Office of the Secretary of State of Texas on June 29, 2009. The Association shall serve as the representative of the residents of the Village of Creekside Park (the “Village”) in dealings with various local, county, state and federal governing bodies, businesses, and community associations within Harris County and Montgomery County, Texas in furtherance of the following described purposes:

- a) to serve the interests and welfare of its membership;
- b) to enhance recreation and the quality of life within the Village; and
- c) 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.

1.2. Principal Office

The principal office of the Association shall be in Creekside Park Village, The Woodlands, Harris County, Texas, although the Association may have other offices and meeting places within The Woodlands as may be designated from time to time by its board of directors (the “Board”).

1.3. Fiscal Year

The Association shall have a fiscal year beginning on January 1, and ending on December 31 of the following year. The annual budget shall be voted on and approved at the April meeting of the Board.

1.4. Governing Laws

Insofar as Federal Law does not apply, the provisions of these By-Laws shall be governed by and constructed in accordance with the laws of the State of Texas.

2. DEFINITIONS

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

- a) “Articles of Incorporation” means the Articles of Incorporation signed and notarized on June 17, 2009.

- b) “Covenants” means the covenants described in Article Four, subsection(a) of the Articles of Incorporation.

3. MEMBERS

3.1. Membership

All residents of the Village who have attained the age of 18 years shall be members of the Association (the “Members”). This is in accordance with qualifications set out in Article Five of the Articles of Incorporation of the Association.

3.2. Voting Rights

Each Member shall have one (1) vote, subject to the following exceptions and conditions:

1. Any Member who is in violation of Covenants, as determined by the governing authority and the Residential Design and Review Committee (the “RDRC”) of the Village, shall not be entitled to vote during any period in which such violation continues.
2. The Board of Directors may make such regulation consistent with the terms of the Covenants and the Articles of Incorporation of the Association for any meeting of Members, including but not limited to, proof of membership in the Association, evidence of the right to vote, the appointment and duties of inspector of votes, registration for voting, absentee balloting, and such other matters concerning the conduct of meeting and voting.

4. MEETINGS

4.1. Transition of Officers

Prior to the first meeting in March, following the annual election, the outgoing officers and committee chairs will informally meet with incoming officers for a report on status of ongoing events and duties and review of financial reports.

4.2. Annual Meeting

There shall be an annual meeting of the Association every year at the regularly scheduled first Tuesday meeting in April, for receiving reports, the introduction of new officers, and the transaction of other business. The Board shall have a public meeting at the time and place of the annual meeting, and shall report to the membership on its activities. Such meeting shall be held on the date of the regularly scheduled meeting for April (first Tuesday) of the Association immediately following the February election. Meetings shall be open to all Members.

4.3. Order of Business at Annual Meeting

The order of business at the annual meetings shall be as follows:

1. Call to order
2. Installation of New Officers
3. Guest Speaker

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4. Secretary's Report of previous public meeting
5. Treasurer's Report
6. Report of Board of Directors
7. Unfinished Business
8. New Business
9. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

4.4. Regular Meetings of the Board

Except as noted below, regular meetings of the Board shall be held on the first (1st) Tuesday of each month unless the Board changes such day. The meeting may be changed upon twenty-eight (28) days' notice to Members at a regular meeting. This meeting shall consist of the Board and any other Members. Members shall be provided the opportunity to present comments at the meeting.

Exceptions:

- a. There will be no regular board meeting in July.
- b. The monthly meeting in the month of The Woodlands' National Night Out event shall be held on the first Monday in order to avoid a conflict with the event. For example, if National Night Out is held in August, then the meeting in August will be held on the first Monday of August.
- c. The November meeting shall be held on the first Monday to avoid conflicting with national elections.

4.5. Notification to Members for Annual and Regular Meetings

Notice of annual and regular meetings shall be issued by the Secretary by notice in a publication having general circulation in The Woodlands at least three (3) and no more than thirty (30) days prior to such meeting. In addition, notices shall be posted electronically on the Association's website and Members will be notified electronically by automated email if such a facility is available.

4.6. Special Meetings of the Association

Special meetings of the Association may be called at any time by the president, and must be called by the vice-president if the president is absent, on the request of a majority of the Board, or on the written request of not less than twenty (20) members of the association. Ten (10) days' notice of any special meeting must be given to the Members of the Association, which notice may be by posting or such other

method as may be reasonably determined by the Board to give the Members actual notice of the meeting and the notice must state the purpose of the meeting.

4.7. Special Meetings of the Board of Directors

Special meetings of the Board may be called at any time by the president, or in his absence, by the vice president, or by the request of a majority of the Board. A minimum of twenty-four (24) hours' notice of any special meeting must be given to the Board, and the notice must state the purpose of the meeting. The method of notice and business venue may be determined in a manner deemed appropriate by the majority of the Board.

4.8. Rules of Order

Rules of order for all meetings shall be established by the Board. In the absence of rules of order by the Board, Roberts Rules of Order shall govern.

4.9. Rules of Conduct

Notwithstanding the fact that Association meetings are intended, among other things, to provide a forum for discussion of residents' concerns proper order and decorum shall be maintained at the meetings. Reasonable rules of conduct for Members, including the Board, in attendance at any and all meetings shall be enforced by the Board, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the Association's meetings. Such reasonable rules of conduct prohibit any violation of public law, and specifically prohibit, without being limited to, the following behaviors at any meeting of the Members or the Board:

1. Disruptive or disorderly conduct; interruption of speakers; name calling; screaming;
2. Disturbing the peace;
3. Offensive use of abusive, insulting, obscene, profane or threatening language or gestures; or
4. Any other act designed to intimidate, offend, threaten or harm persons, or damage or destroy property.

A proposal for suspension of a violating Member shall be presented at any duly organized meeting of Members and, upon a two-thirds (2/3) majority vote of Members present, written notice of the proposed suspension specifying the reason there for, shall be mailed by regular mail and certified mail, return receipt requested, to the Member's last known address, requesting the Member to appear at the next duly organized meeting of Members, if the Member so desires, to show cause why the Member should not be suspended. Notice of the meeting shall state the general purpose of the meeting.

After hearing the violating Member's statement, if any, and discussion by the Members present, upon a two-thirds (2/3) majority vote of the Members present, the violating Member shall be suspended from the Association, automatically removed from any office then held in the Association, and barred from attending Association meetings for a period of up to two (2) years and, further, shall be ineligible to hold any office of the Association for a concurrent period of the suspension; and, if necessary, may be forcibly removed from Association meetings during the suspension period.

The violating Member shall be notified of suspension by certified mail, return receipt requested, to the Member's last known address. After the suspension period expires, the Member may apply to the Board for reinstatement of eligibility to attend meetings and be candidate for office. Any vacancy on the Board created hereby shall be filled for the remainder of the current term of office by the Board. No Member suspended for violation of this section shall have legal recourse against the Association for any action taken in good faith by it under this section. The Board, upon a majority vote of the Board, shall be authorized to pursue legal action against any individual who has engaged in any illegal acts at any meeting.

4.10. Quorum

A simple majority of voting Board members including at least two (2) officers present shall constitute a quorum. If fewer than this number is present, the presiding officer may adjourn the meeting until a quorum is present.

5. OFFICERS

5.1. Elective Officers

The elective officers of the Association shall be the president, vice president, secretary, treasurer, and the events chair. All officers must not be in violation of the Covenants, must be Members of the Association as defined in Article 3.

5.2. President

The President is the chief officer of the Association. The President will:

1. Direct the activities of the Association.
 - a) Preside at all meetings of the Board.
 - b) Have general charge and supervision of the business of the Association
 - c) Provide written agenda for such meetings.
2. Communicate to the members such matters and make suggestions that promote the welfare and increase the usefulness of the Association.
3. Oversee the duties of all Committee Chairpersons.
4. Perform such other duties as are necessarily included in this office.

5.3. Vice-President

The Vice President shall perform all duties of the President in the President's absence. In addition, the Vice President will:

1. Be the parliamentarian for all meetings, making final rulings as to applicability of Roberts Rules of Order or special rules adopted by the Board of Directors.

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2. While the Vice President is acting as President, the Board should elect a temporary parliamentarian.
3. The Vice President shall be responsible for all public relations pertaining to the Association.

5.4. Secretary

The Secretary will:

1. Keep record of all proceedings
2. Present and distribute at each annual and regular meeting written minutes of the previous annual or regular meeting or any special meeting.
3. Keep an attendance roster of the members in attendance at all meetings.
4. Prepare and send all Board and Association correspondence.
5. Maintain the record copies of official minutes and documents of the Association.
6. Act as Registered Agent for the Association. At any time there is a change in this position notification must be made with the Secretary of State and Harris County to reflect the Registered Agent's name and address.

5.5. Treasurer

The Treasurer will:

1. Keep an account of all monies received and expended for the use of the Association, and make disbursements authorized by the Board.
2. Maintain Association depositories approved by Board, with funds drawn on signatures of the President, Vice President, and Secretary or Treasurer in accordance with directives from the Board.
3. Provide a report of receipts, assets and liabilities of the Association at all duly organized meetings
4. Prepare an annual budget, report of receipts, disbursements and final balances for the incoming Board.
5. Assist the officers as required in the preparation of all necessary filings with any regulatory agencies.

5.6. Events Chair

The Events Chair, as described in Article 6 below, shall be considered an officer of the Association and the Events Chair will completed the duties described therein.

6. EVENTS CHAIR

6.1. Elected Events Chair

The Events Chair is an elected position responsible for activities related to events organized by the Association. Pursuant to Article 8. hereof, the Events Chair shall serve as a member of the Board and must live in the Village. The Events Chair must not be in violation of the Covenants and must be a Member of the Association. Per Article 5, the Events Chair shall be considered an officer of the Association.

6.2. Duties

The Events Chair will:

1. Be the primary coordinator for Association events and functions.
2. Serve in the principal management capacity for all social events established and conducted by the Association.
3. Assist the Treasurer in establishing and maintaining specific accounts pertaining to Association social event expenses and revenues.
4. Assist the Secretary in conducting correspondence and public notice relating to Association social events.

7. AREA REPRESENTATIVES

7.1. Elected Area Representatives

Area representatives shall be at-large positions representing the Village as a single district. In the regularly scheduled board meeting in September of each year, the Board will determine if the number of area representatives requires adjustment. The agreed number of Area Representative positions will then be elected in the following year's election as described below. Unless otherwise agreed by the Board as defined above, there will be eleven (11) Area Representatives. Pursuant to Article 8 hereof, area representatives shall serve as members of the Board and must live in the Village. All Area Representatives must not be in violation of the Covenants and must be Members of the Association. The primary role of an Area Representative is to solicit, communicate and represent the expressed desires of the Association's membership.

7.2. Duties

Area Representatives will:

1. Attend monthly meetings of the Association.
2. Participate actively and effectively on at least one (1) committee as defined in Article 11.
3. Volunteer for at least two (2) functions in which the Creekside Park Village Association participates.

4. Perform such other duties as are necessarily incident to the office.

7.3. Assignment of Area Representatives to Subdivisions

Area Representative positions may be assigned to represent specific subdivisions within the village. Such assignment will take place in a regularly scheduled Board meeting. If such action is taken, representation of specific sub-divisions is assigned to area representative positions; it is the responsibility of the Board to insure all subdivisions within the Village are assigned representation.

8. BOARD OF DIRECTORS

8.1. Membership.

The association shall have a Board composed of the following:

1. The President, the Vice President, the Secretary, and the Treasurer of the Association
2. The Events Chair
3. The currently elected at large Area Representatives of the Village.

Members of the Board shall serve for such term and have such powers as are specified herein.

8.2. Duties.

The Board shall have supervision, control and direction of the affairs of the Association; shall consider and act upon the expressed desires and concerns of the membership; shall actively prosecute the Association's objectives and shall have discretion in the disbursement of funds. The Board may adopt such rules for the conduct of its business as it deems advisable, and may in the execution of powers granted, appoint committees, subcommittees or agents to assist it on specific problems or reports.

9. ELECTIONS

9.1. Officers

The election of expired officers shall take place following the election procedures mandated by the Woodlands Township. Any officer shall be eligible for re-election. Candidates who receive a plurality of votes cast shall be elected. Write-in candidates are eligible for all elected positions. No Person can file for two or more Board positions within the Association if they are on the same ballot. In the event that two or more candidates receive the same number of votes for an Officer position, the winner will be decided by majority vote of the existing Board at a duly called meeting. Any person elected to another position on the Board shall resign the previous position immediately after taking the new position.

9.2. Events Chair

The elected Events Chair shall be the candidate receiving the greatest number of votes for that position. The Events Chair shall be elected for one (1) year term and take office at the Annual Meeting following the election. In the event that there are several candidates who received the same maximum number of votes, the winner will be decided by majority vote of the existing Board of Directors at a duly called meeting.

9.3. Area Representatives

The elected Area Representatives shall be the candidates receiving the greatest number of votes for the number of positions agreed by the Board as described above. At-large representatives shall be elected for one (1) year term and take office at the Annual Meeting following the election. In the event that there are more candidates who received the same number of votes than there are remaining available Area Representative positions, the winner(s) will be decided by majority vote of the existing Board at a duly called meeting.

9.4. Terms

With the exception described in Section 8.04 below, the election of officers shall be on a staggered two-(2) year term basis as follows:

1. The positions of President and Secretary will be placed on the ballot for election in odd numbered years.
2. The positions of Vice President and Treasurer will be placed on the ballot in even numbered years.

9.5. First Association Election

In the 2010 election, all Board positions will be elected. The President and Secretary elected in 2010 will serve a one year term in order to synchronize with the staggered terms described above.

9.6. Conflict of Interest

All elected positions of the Association must be free from a conflict of interest between their duties as elected officials and activities, which generate personal benefits from their allegiance to other duties, positions or special interest. A "conflict of interest" is defined as voting on a resolution or participating in discussion when a Board member (or immediate family member) has a financial interest in the outcome of such vote or discussion. Written notice shall be given to the accused Board member prior to the meeting in which the conflict of interest is to be discussed and voted upon by the Board. The accused Board member shall have the opportunity to respond to the accusation at the meeting in which the vote is to take place.

9.7. Write in Candidates

Any position for Officer or Area Representatives 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.

10. REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

10.1. Resignation of members of the Board.

Any member of the Board may submit their resignation in writing to the President (or Vice President in the event the President wishes to resign). Such a resignation will take effect immediately and the first order of business at the next scheduled Board meeting will be to fill the vacancy as described below.

10.2. Removal of members of the Board.

At such a time that a member of the Board determines that the best interests of the Association will be served by the removal of any other Board member, a proposal of such action can be submitted to the Board by that Board member. Reasons for such an action include, but are not limited to:

1. No longer fulfilling the duties of the position
2. Unexcused absence at three (3) consecutive regular meetings

Should such action be accepted by a two-thirds (2/3) majority of the Board members present and voting, the matter will be tabled until the next meeting to discuss the subject of the Board member's dismissal with the Board. At the next meeting the matter will be reviewed and hearing held, including any statement that the subject Board member may wish to make. A vote of the Board on the previous motion to remove will be taken, and if the action is sustained by two-thirds (2/3) vote of the Board members the subject Board member will be notified of being removed from the Board in writing by certified mail, and the office will be declared vacant.

10.3. Filling of vacant Board positions

The Board shall fill any vacancy created for the remaining term of office by a majority vote of the Board at the next regular Board meeting.

11. COMMITTEES

11.1. General

The Association shall convene committees as required to conduct Association business.

11.2. Standing Committees

The following standing committees shall meet and report to the Board as required:

1. Financial Review: A committee consisting of any two (2) officers (excluding the Treasurer) and two (2) Area Representatives shall be charged with the responsibility of reviewing on a semi-annual basis the reports of receipts, disbursements, and fund balance, i.e. bank statements, cancelled checks and deposit slips and supporting invoices. Their report shall be presented to the Board at the first duly organized Board meeting after the completion of their review. For purposes of this paragraph, the semi-annual periods are defined as being the six month period ending three months from the beginning of the Fiscal Year and the following six month period ending nine months from the beginning of the Fiscal Year.
2. Social: Plans, coordinates, and presents social activities for the Association. This committee is chaired by the elected Events Chair.
3. Scholarship: Plans, promotes, raises funds for and awards scholarship.

12. Structure

Standing committees will consist of at least one (1) Board member and any other Member(s) of the Association in good standing with the governing authority. Committee chairs (with the exception of the elected Events Chair) will be appointed on the majority vote of the Board. All committee members are appointed for a one-year term.

13. Ad Hoc.

Ad Hoc committees can be formed by the Board to complete any functions deemed necessary for conduct of business or activities of the Association.

14. AMENDMENTS

These By-laws may be amended, repealed or altered, in whole or in part, by a two-thirds (2/3) vote of the Board present at any duly organized meeting of the Board. The notice of such meeting shall state that a proposed amendment of the By-laws is to be considered at such meeting.

15. LIABILITIES

Nothing herein shall constitute members of the Association as partners for any purpose. No Member, officer, agent, or employee shall be liable for the acts of failure to act of any other member, officer, agent, or employee of the Association. Nor shall any member, officer, agent, or employee be liable for his/her acts of failure to act under these By-laws excepting only acts or omissions arising out of his/her willful misfeasance.

16. FUNDS

16.1. Finances

The Association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit. The Association shall use its funds only for objects and purposes specified in the Articles of Incorporation.

16.2. Insurance

General Liability, Officer and Directors, and non-owned vehicle insurance, or its equivalent shall be maintained for the Board of the Creekside Park Village Association.

16.3. Bonding

Persons entrusted with the handling of association funds may be required, at the discretion of the Board of Directors, to furnish, at association expense, a suitable fidelity bond.

17. DISSOLUTION

The Association may be dissolved by a vote of two-thirds (2/3) of its total Members.

18. BINDING

These By-laws shall be binding upon all members of the Association, whether or not they voted in the affirmative for their adoption.

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In witness whereof, the undersigned has hereto subscribed his/her name:

Date:

SIGNED AND APPROVED ON _____, 2018

by Lindsay M. Germano, Secretary

AMENDMENT HISTORY

Version	Date	Changes	Approval
9.0	February 2018	<ul style="list-style-type: none"> Removed the requirement in Article 5 that officers could not reside in the same household. Included the Events Chair as an officer of the Association. 	This action was approved in the February 2018 Regular Association Meeting.
8.0	September 2016	<ul style="list-style-type: none"> Section 7.1 was revised to increase the number of Area Representatives from 10 to 11. 	This action was approved in the September 2016 Regular Association Meeting.
7.0	May 2016	<ul style="list-style-type: none"> Section 4.4 was revised to clarify that the meeting schedule will be adjusted to accommodate National Night Out 	This action was approved in the May 2016 Regular Association Meeting. This was an administrative change to address the change in date for National Night Out.
6.0	March 2016	<ul style="list-style-type: none"> Section 4.4 was revised to clarify that there is not be a meeting in the month of July (as opposed to June) – typographical error 	This action was approved in the March 2016 Regular Association Meeting
5.0	March 3, 2015	<ul style="list-style-type: none"> Section 1.3 amended to change fiscal year to calendar year and clarification on timing of budget Section 1.4 amended to clarify there is no need for an official “Transitional Meeting” Various Sections amended solely to clarify formatting/ numbering 	This action was approved in the March 3, 2015 Regular Association Meeting

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4.1	March 4, 2014	<ul style="list-style-type: none"> Section 7.1 amended to increase the number of representatives from 6 to 10 due to growth of the community 	This action was approved in the March 4, 2014 Regular Association Meeting
4.0	June 3, 2014	<ul style="list-style-type: none"> Section 4.4 re-worded to change the June meeting to the first Tuesday of the month 	Change approved at the June 3, 2014 Regular Association Meeting
3.0	February 4, 2014	<ul style="list-style-type: none"> Section 4.1 to reflect changes to the transition meeting Section 4.4 to reflect changes to the Annual Meeting to first Tuesday in April Section 4.4 Add c. to add that meeting will be held on 1st Monday to avoid conflicting with national elections 	All changes approved by Board majority at February 2014 Regular Association Meeting as reflected in public minutes.
2.0	August 3, 2010	<ul style="list-style-type: none"> Section 4.4 to reflect changes in June, July and October Association Meetings. Section 7.1 to reflect 6 area representatives at the current time. 	All changes approved by Board majority at July 2010 Regular Association Meeting as reflected in public minutes.
1.0	August 18, 2010	<ul style="list-style-type: none"> N/A 	First By-Laws approved by By-Laws/Articles of Incorporation committee.

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