

**BY LAWS OF
COLLEGE PARK VILLAGE ASSOCIATION, INC.
10/19/09**

**ARTICLE ONE
GENERAL**

Section 1.01 Name:

The name of this organization Association shall be College Park Village Association, Inc.

Section 1.02 Fiscal Year:

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

Section 1.03 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.

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal office of the Association shall be in The Woodlands, Montgomery County, Texas. The Association may have such other offices as may from time to time be designated by its Members or its Board of Directors.

**ARTICLE THREE
DEFINITION**

As used in these By-laws, the word "Resident" shall, when capitalized, have the meaning set forth in Article 1 for that certain Declaration of Covenants, Restrictions, Easement, Charges and Liens of The Woodlands ("The Woodlands Covenants"), executed by The Woodlands Corporation on September 1, 1993, and recorded in the Deed Records in the office of the County Clerk of Montgomery County, Texas, File No. 9348561.

**ARTICLE FOUR
MEMBERS**

Section 4.01 Members:

All residents of the village who have attained the age of 18 years shall be considered Members of the Association. This is in accordance with qualifications set out in Article Five of the Articles of Incorporation of the Association.

Section 4.02 Voting Rights:

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

1. Any Member who is in violation of The Woodlands Association (TWA) Covenants, as administered by The Woodlands Township, and the Residential Design and Review Committee (RDRC) of the Village of College Park, 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.

**ARTICLE FIVE
MEETINGS**

Section 5.01 Transitional Meeting:

Following the annual election, the outgoing board members and committee chairs will meet with incoming officers to affect a smooth transitioning of duties prior to the Annual Meeting in March.

Section 5.02 Annual Meeting:

There shall be an annual meeting of the Association for receiving reports, the Introduction of New Officers, and the transaction of other Business. The Board of Directors 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 March (3rd Monday) of the Association immediately following the February Election. Meetings shall be open to all members.

Section 5.03 The Order of Business at Annual Meeting:

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

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

Section 5.04 Regular Meetings of the Board:

Regular meetings of the Board shall be held on the third (3rd) Monday of each month unless the Board of Directors changes such day. The meeting may be changed upon twenty-eight (28) days notice. This meeting shall consist of the Board of Directors and any other Members. Members shall be provided the opportunity to present comments at the meeting. Notice of monthly meetings shall be made in such manner as may reasonably be determined by the Board of Directors to give the Members actual notice of the meeting. Upon the discretion of the President electronic, with written documentation or phone voting may be permitted for such meetings.

Section 5.05 Special Meetings:

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, at the request of a majority of the Board of Directors, or at 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 of Directors to give the members actual notice of the meeting and the notice must state the purpose of the meeting.

Section 5.06 Meeting Notice:

Notification for special meetings of the Board of Directors may include written request by first class mail, facsimile, electronic mail (e-mail), telephone, in person or any combination thereof.

Section 5.07 Special Meetings of the Board of Directors:

Special meetings of the Board of Directors 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 of Directors. A minimum of twenty-four (24) hours notice of any special meeting must be given to the Board of Directors, and the notice must state the purpose of the meeting.

Section 5.08 Workshops:

The Association's Board of Directors may hold workshops for the purpose of detailed discussion of business deemed necessary by the Executive Committee as defined in Article Ten or Committee Chairperson as defined in Article Eleven. Notification of workshop to all board members must be made at least seventy-two (72) hours in advance and state the purpose of the meeting.

Section 5.09 Quorum:

A majority of the Board of Directors then in office, when present at any of its meetings, shall constitute a quorum, and in case there is less than this number, the presiding officer may call a quorum.

Section 5.10 Rules of Order:

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

Section 5.11 Rules of Conduct, Suspension for Violation:

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 rule of conduct for members, including the Board of Directors, in attendance at any and all meetings shall be enforced by the Boards of Directors, 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 of Directors:

- (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;
- (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 regular mail and certified mail, return receipt requested, to the Member's last known address. After the suspension period expires, the Member may apply to the Board of Directors for reinstatement of eligibility to attend meetings and be candidate for office. Any vacancy on the Board of Directors created hereby shall be appointed for the remainder of the current term of office by the Board of Directors. 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 of Directors, upon a majority vote of the Board of Directors, shall be authorized to pursue legal action against any individual who has engaged in any illegal acts at any meeting. These rules of conduct may be supplemented and amended from time to time by a majority vote of the Board of Directors and attached hereto as Exhibit "A", which shall be fully incorporated herein as if set forth in this Section.

ARTICLE SIX

OFFICERS

Section 6.01 Elective Officers:

The elective officers of the Association shall be a president, a vice-president, a secretary and treasurer. Other offices and officers may be established and elected by the members of the Association at any duly organized meeting of the members. All officers must be in good standing with The Woodlands Township and not in violation of The Woodlands Covenants. Candidates for these Executive Officer positions shall have completed a minimum of two (2) years of service as an area representative on the Association board or have previously held an executive officer position on the Association board.

Section 6.02 Terms:

The president, vice president, secretary and treasurer shall take office at the Annual Meeting following the election, and shall serve for a term of two (2) years as specified in Article Eight and until successors are duly seated. Officers are eligible for re-election. Vacancies in any office may be appointed for the balance of the term thereof by a majority vote of the Board of Directors.

Section 6.03 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 of Directors.
 - 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.

Section 6.04 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.
2. While the Vice President is acting as president, the Board should elect a temporary parliamentarian.

Section 6.05 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 Montgomery County to reflect the Registered Agent's name and address.

Section 6.06 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 of Directors.
2. Maintain Association depositories approved by Board of Directors, with funds drawn on signatures of the President, Vice President, and Secretary or Treasurer in accordance with directives from the Board of Directors.
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 of Directors.
5. Assist the President in the preparation of all necessary filings with any regulatory agencies.

Section 6.07 Removal of Directors:

Any member of the Board of Directors is removed automatically and immediately for the following:

1. Resignation.
2. No longer meeting qualifications of position.
3. Unexcused absence at 3 consecutive regular meetings of the Association. The Board of Directors will determine the qualifications for an excused absence.

Section 6.07 (a) Non-immediate removal of Directors:

At such a time that the Board of Directors determines that the best interest of the Association will be served by the removal of any member, a proposal of such action may be introduced to the Board by any board member. 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 member's dismissal with the Board. At the next meeting the matter will be reviewed and hearing held, including any statement that the subject 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 member will be notified of being removed from the Board, and the office will be declared vacant. The Board of Directors shall fill any vacancy created for the remaining term of office by a majority vote of the Board of Directors at the next regular Board meeting.

ARTICLE SEVEN BOARD OF DIRECTORS

Section 7.01 Membership:

The Association shall have a Board of Directors composed of the following:

- 1) The president, the vice president, the secretary, and the treasurer of the Association, each of whom must reside in the Village of College Park.
- 2) Any elected Director of the Woodlands Township who resides in The Village shall be an advisory non-voting member
- 3) Nine (9) at-large representatives of the Village of College Park. Members of the Board of Directors must be in good standing with the Township, and shall serve for such term and have such powers as are specified herein. The Area Representatives may be redefined by the Board of Directors and approved by a majority of the members present at any duly organized meeting of the members.

Section 7.02 Duties:

The Board of Directors shall have supervision, control, and direction of the affairs of the Association, and shall execute the policies and decisions of the membership, shall actively pursue 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 sub-committees or agents to work on specific problems or reports.

ARTICLE EIGHT ELECTIONS

Section 8.01 Officers:

The election of expired Association officers shall take place annually on the third Saturday in February or such other date as the Board of Directors may establish from time to time. Voting shall be by secret ballot. 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 offices. The election procedures shall be those used by The Woodlands Township for community elections. No Person can file for two or more Board positions within the College Park Village Association if they are on the same ballot. For candidates who receive tie votes for an officer position, the winner will be decided by majority vote of the existing Board of Directors 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.

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.

Section 8.02 Other Members of Board of Directors:

The Area Representatives of the Board of Directors referred to in Article Seven shall be the nine (9) candidates receiving the greatest number of votes. Area representatives shall be elected for one (1) year terms and take office at the Annual Meeting following the election.

There shall be nine (9) at-large area representatives to represent the areas of Grogan's Forest, Windsor Hills and Harper's Landing within the Village of College Park.

Candidates who receive tie votes for an Area Representative position, the winner will be decided by majority vote of the existing Board of Directors at a duly called meeting.

Section 8.03 Vacancies:

Vacancies in any board position shall be filled by the Board of Directors by majority vote of the Board of Directors at a duly called meeting of said Board of Directors. Any person so elected to fill a vacancy, shall hold office for a term equal to the unexpired term of the position he/she succeeds.

Section 8.04 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.

Section 8.05 Amendment:

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

ARTICLE NINE AREA REPRESENTATIVES

Section 9.01 Membership:

Area representatives shall be at-large positions representing College Park Village as a single district. Area representative positions may be assigned to represent specific subdivisions within the village. In the event that representation of specific sub-divisions is assigned to area representative positions; it is the responsibility of the Board of Directors to insure all subdivisions within the Village are assigned representation. Pursuant to article seven hereof, area representatives shall serve as members of the Board of Directors and must live in the Village. The primary role of an Area representative is to solicit, communicate and represent the expressed desires of the Association's membership.

Section 9.02 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 Eleven.
3. Volunteer for at least two (2) functions in which the College Park Village Association participates.
4. Perform such other duties as are necessarily incident to the office.

ARTICLE TEN
EXECUTIVE COMMITTEE

Section 10.01 Composition:

The officers (President, Vice President, Secretary, and Treasurer), and one board member elected by the Board (exclusive of the officers) shall constitute the Executive Committee, as elected at the March Meeting.

Section 10.02 Duties:

The Executive Committee shall have supervision of the affairs of
The Association, and perform such other duties as are specified in these by-laws.

ARTICLE ELEVEN
COMMITTEES

Section 11.01 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 Woodlands Township.

Committee chairs will be appointed on the majority vote of the Board of Directors. All committee members are appointed for a one-year term.

Section 11.02 Standing Committees:

1. Audit: Consisting of one officer other than the Treasurer, and two (2) Members of the Association appointed by the Board of Directors shall be charged with responsibility for reviewing on an annual basis the reports of receipts, disbursements, and fund balances, i.e. bank statements, cancelled checks and deposit slips and supporting invoices, and prepare a report on their findings. Their report shall be presented at the April Board of Directors meeting.
2. Civic and Residential: Addresses Members civic and covenant questions and other concerns of Association Members.
3. Communications: Contacts media for Village affairs, prepares monthly article for the Woodlands Corporation Community Magazine, and maintains the Association's website, and is responsible for public relations pertaining to the Association.
4. Social: Plans, coordinates, and presents social activities for the Association.
5. Scholarship: Plans, promotes, raises funds for, and awards scholarship.

Section 11.03 Ad Hoc:

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

ARTICLE TWELVE

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.

ARTICLE THIRTEEN

FUNDS

Section 13.01 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.

Section 13.02 Insurance:

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

Section 13.03 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.

ARTICLE FOURTEEN

DISSOLUTION

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

The undersigned hereby certifies that:

1) He/she is the duly elected and acting Secretary/Agent of College Park Village Association, Inc.

ARTICLE FIFTEEN

BINDING

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

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

Date: May 10, 2001

Date Amended November 12, 2001

Date Amended September 23, 2002

Date Amended September 15, 2003

Date Amended October 19, 2009

SIGNED AND APPROVED ON _____, 2009

Gail Carney, Secretary