

THE WOODLANDS HOMEOWNERS ASSOCIATION BYLAWS

Amended March 1984 *Articles I-IX*
Amended March 2009 *Articles I-X*
Amended November 2009 *Article X*

THE WOODLANDS HOMEOWNERS ASSOCIATION

BYLAWS

ARTICLE I. MEMBERSHIP

- Section 1.** Application for membership shall be made in writing upon a blank form furnished by the Association to the homeowners for that purpose and must be accompanied with the amount of the annual membership fee.
- Section 2.** Any member may withdraw from membership by notification of withdrawal to the Secretary of the Association or by the moving of residence from THE WOODLANDS. No refund of dues will be made.
- Section 3.** Annual Renewal Membership notice will be provided by invoice during the month of November. Failure to pay annual dues within thirty days of due date and after written notice of such delinquency is given (succeeding 10 day grace) shall automatically act as a suspension of said delinquent from the Association.

ARTICLE II. OFFICERS

- Section 1.** The officers of this Association shall be a President, Vice-President, Treasurer and Secretary.
- A. These officers shall be elected by the Membership annually in the month of November.
 - B. Officers shall assume their official duties January 1 and shall serve for a term of one (1) year and/or until their successors are elected.
- Section 2.** There shall be a Nominating Committee it should consist of five (5) members selected from the membership at a regular meeting prior to the November meeting. The President shall appoint one of them to serve as Chairperson of the Committee.
- A. The Nominating Committee should select at least two nominees (each of whom has agreed to serve if elected) for each office to be filled and report at the annual meeting in November.
 - B. Following the report of the Nominating Committee, an opportunity shall be given for nominations from the floor to members in good standing.
- Section 3.** In the event that a vacancy should occur in the office of Vice-president, Treasurer or Secretary, the President shall fill the same by appointment for the unexpired portion of said term with the approval of the majority of the members of the Executive Committee. In the event that a vacancy should occur in the office of the President such shall be filled for the remainder of the unexpired term by the Vice-president, and if there be none then by the Treasurer, and if there be none then by the Secretary. The ascension of any officer to the office of President shall create a vacancy in the prior office, and shall be filled as set forth above.
- Section 4.** Any officer may be removed from their position prior to expiration of their term by a two thirds vote of the Executive Committee and affirmed by a two-thirds vote of the voting members present at any general meeting; or by a two-thirds vote of the voting members present at any general meeting.

- Section 5.** The duties of the President shall be to preside at all meetings of the Membership and the Executive Committee and to perform such other duties as are incident to such office. The President shall pay out funds only as authorized by the Executive Committee.
- Section 6.** In the absence of the President, all the powers shall be vested in and performed by the Vice president. In the event that the Vice-president notified the Secretary of his or her inability to serve as Acting President, the Treasurer shall serve as Acting President.
- Section 7.** The Treasurer shall receive all monies of the Association; shall keep an accurate record of receipts and expenditures; and shall pay out funds only as authorized by at least two (2) members of the Executive Committee. The Treasurer shall present a statement of accounts when requested by the Executive Committee and shall make a full report at each regular meeting. The Treasurer shall perform such other duties as may be designated by the President. The Treasurer's account shall be examined annually by an auditor or auditing committee of no less than three members, who when satisfied that the Treasurer's annual report is correct shall sign a statement of that fact at the end of the report. The Auditing Committee, if used, shall be appointed by the Executive Committee at least two weeks prior to the annual meeting.
- Section 8.** The Duties of the Secretary shall be to act as the custodian for all official records of the Association, to record and keep the minutes and other records of all meetings of the members and all other meetings, to keep and maintain the membership records and to perform such other duties as may be designated from time to time by the President. Other duties of a Secretary shall be to attend promptly to all other correspondence of the Association, including notification of all meetings to the Membership and to the Executive Committee and to perform such other duties as may be designated from time to time by the President.

ARTICLE III. EXECUTIVE COMMITTEE

- Section 1.** The Executive Committee shall consist of the officers of the Association and the immediate Past President.
- Section 2.** The duties of the Executive Committee shall be:
- A. To transact necessary business in the intervals between Association meetings and such other business as may be referred to by the Association.
 - B. To approve the work of the Standing and Special Committees.
 - C. To present a report at the regular meetings of the Association.
 - D. To prepare and submit to the Membership for approval in advance, the budget for the next fiscal year.
 - E. To approve (at least two (2) members are required) routine bills within the limits of the budget.
 - F. To report to the Membership all actions of the Executive Committee at the next meeting succeeding such action, and shall be subject to revision and alteration by the Membership; provided, however, the Executive Committee shall not have the power or authority to amend, alter or repeal any provision of the Constitution or the Bylaws.

- Section 3.** Regular meetings of the Executive Committee shall be held at such time and place as may be decided upon by the Executive Committee and at such other times as may be necessary. The majority shall constitute a quorum. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the committee. A majority, three (3), of the Executive Committee is required to take executive action.
- Section 4.** Any member of the Association who wishes may meet with the Executive Committee in a non-voting capacity.
- Section 5.** The term of office of each elected officer in the Executive Committee shall be for one (1) year.
- Section 6.** The Executive Committee shall develop and declare its own rules and/or procedures and shall meet as provided by such rules.

ARTICLE IV. COMMITTEES

- Section 1.** Standing and Special Committees shall be created by the Executive Committee as may be required to promote the objectives and interests of the Association. The Chairperson(s) of the Committee(s) shall be selected by the President of the Association and shall be confirmed by the Executive Committee.
- Section 2.** The term of office of the Standing Committees shall be one (1) year or until their successors have been selected by the President. The term of the Special Committee shall expire upon completion of their specified task.
- Section 3.** The Chairperson of the Standing and Special Committees shall present plans of work to the Executive Committee, and no committee work shall be undertaken without the approval of the Executive Committee.
- Section 4.** Members of each Standing and Special Committee should be selected by the Chairperson of the Committee.

ARTICLE V. MEETINGS

- Section 1.** Regular meetings of the Association should be held during the first week of each month, or as decided by the Executive Committee; at least one meeting shall be held per year. Notice of the time and place of such meetings shall be given to each member not less than five (5) days preceding the time of such meeting.
- Section 2.** The annual meeting of the Association shall be held each year in the month of November. Notice of the time and place of such annual meeting shall be given to each member not less than five (5) days preceding the time of such meeting.
- Section 3.** Special meetings may be called by the Executive Committee, provided at least five (5) days notice has been given to the Membership preceding the time of such meeting.
- Section 4.** Ten (10) percent of the Membership shall constitute a quorum for the transaction of business at any meeting of the Association. The privilege of holding office, introducing motions, debating, and voting shall be limited to the following:

- A. Those persons representing family units enumerated in Article III, Section 2 of the Constitution.
- B. Those non-members the Chair may choose to recognize for the purpose of debating only.

Section 5. Only members in good standing shall be entitled to vote at any annual, regular or special meeting of the Association.

ARTICLE VI. ELECTIONS

Section 1. Election of officers shall be held at the annual membership meeting.

Section 2. Nominations shall be received and recognized from the Nominating Committee and will be received by any member in good standing.

Section 3. Any and all elections shall be held by a show of hands, unless two-thirds of those present vote for secret ballot.

Section 4. The Nominating Committee shall appoint a teller to count the ballot.

Section 5. Fifty percent plus one of those voting shall be required for election of any officer. If more than two candidates are nominated and none receive the fifty percent plus one vote then a runoff shall be held between the two nominees receiving the highest votes.

ARTICLE VII. DUES AND FINANCES

Section 1. The annual dues covering membership in the Association shall be \$30.00 per year per family covering the period from January 1 through December 31. Anyone moving into the subdivision after July 1 of any given year will pay dues of one half the annual dues for that year.

Section 2. The Association has the authority to raise funds by such other methods as are voted on by the Membership. Notice of such fund raising methods or procedures shall be mailed or delivered to the members at least five (5) days prior to the meeting of such Membership.

Section 3. The Executive Committee shall review the dues schedule at the annual meeting to ensure that it is sufficient to meet the requirements of the Association.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised (1981) shall govern this Association and in all cases in which they are applicable and in which they are inconsistent with these Bylaws. The President shall appoint a parliamentary advisor.

ARTICLE IX. AMENDMENTS

Section 1. The following procedures shall govern the amendment of Bylaws in this Constitution: There will be a prior notification to all members by newsletter, electronically or by written notice at least ten (10) days before amendment changes receive a vote thereon. These Bylaws may be amended at any regular meeting of the Association by a two-thirds vote of the members present and voting.

ARTICLE X. DEFINITIONS

Section 1.

- A. Standing Committees: Constituted to perform a continuing function. Included, but are not limited to: Executive Committee, Nominating Committee, Architectural Control Committee, Auditing Committee, if an Auditor is not used.
- B. Special Committee: Committee appointed, as the need arises, to carry out a specified task. On presentation of its final report to the Association it automatically ceases to exist.
- C. Calendar Year: January 1-December 31.
- D. Fiscal Year: January 1-December 31.
- E. General Meeting: Consist of any Regular or Special Meeting.
- F. Annual Meeting: Held during the month of November.
- G. Member in Good Standing: Member with paid-up dues.
- H. Association: An organization of Woodlands homeowners having a common purpose and formal structure.
- I. Membership: A group of Woodlands homeowners belonging to or forming part of an association.
 - 1. Membership is available to The Woodlands homeowners. Membership is considered as the household not individual family members.
 - 2. Any unit or family who owns and resides in the Woodlands shall be entitled to no more than one (1) vote per member unit or family.