

BY LAWS
OF
THE VILLAGE OF
INDIAN SPRINGS
ASSOCIATION, INC.

PO BOX 130291
THE WOODLANDS, TEXAS
77393-7693

August 14, 2007

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OF
THE VILLAGE OF INDIAN SPRINGS ASSOCIATION, INC.

ARTICLE ONE
NAME

The name of this association shall be The Village of Indian Springs Association, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The principal office of the association shall be in The Village of Indian Springs, 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 I of that certain Declaration of Covenants, Restrictions, Easements, Charges and Liens of The Woodlands ("The Woodlands Covenants"), executed by Woodlands Commercial Development Company on February 24, 1983, and recorded in the Deed Records in the office of the County Clerk of Montgomery County, Texas, File No.8310015.

ARTICLE FOUR
MEMBERSHIP

A) Membership:

All Residents of the Village shall be members of the association, provided, however, no Resident under the age of 18 shall be a member until said person attains the age of 18 years. All residents shall, upon becoming such, be deemed automatically to have become members and there shall be no other qualification for membership.

B) 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 to a vote at a meeting of members. Each member of the association shall have one vote, subject to the following exceptions and conditions:

- 1) Any member who is in violation of The Woodlands Covenants, as determined by the Board of Directors, shall not be entitled to vote during any period in which such violation continues.
- 2) The Board of Directors may make such regulations consistent with the terms of The Woodlands Covenants and the Articles of Incorporation of the association, as it deems advisable for any meeting of members, in regard to proof of membership in the association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of members for voting purposes and such other matters concerning the conduct of meetings and voting, including provision for absentee balloting, as it shall deem fit.

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ARTICLE FIVE
MEETINGS

A) Annual Meeting:

There shall be an annual meeting of the association each year, for receiving reports 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 on the 2nd Tuesday of April unless otherwise ordered by the Board of Directors. Meetings shall be open to all members. Notice of such meetings shall be by publication in a newspaper publication of local circulation on at least one occasion within the thirty (30) day period next preceding the time appointed for the meeting.

B) Order of Business as Annual Meeting:

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

- (1) Call to order
- (2) Guest Speaker
- (3) Secretary's Report of previous public meeting
- (4) Treasurer's Report
- (5) Report of Board of Directors
- (6) Unfinished Business
- (7) New Business
- (8) Adjournment

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

C) Regular Meetings:

Regular meetings of the members shall be held each month at a date and time as designated by the Board of Directors. Such date may be changed upon thirty (30) days notice to the members provided full notice is given by the Board of Directors. Notice of regular meetings shall be made by posting such notice throughout the Village or in such other manner as may reasonably be determined by the Board of Directors to give the members actual notice of the meeting.

D) 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, on the written request of a majority of the Board of Directors, 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 of Directors to give the members actual notice of the meeting, and the notice must state the purpose of the meeting.

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E) 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 are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

F) Rule of Order:

Rules of order for all meetings shall be established by the Board of Directors.

G) Code of Conduct:

This organization, in our dealings with residents, each other as board members, and the community, will operate with:

- Civility
- Mutual respect, and
- Regard for one's service.

In addition, any resident attending an Indian Springs Village Association sponsored meeting or event shall abide by this code of conduct.

H) Minimum Attendance:

Any member of the Board of Directors who fails to attend four consecutive monthly meetings, absent extenuating circumstances, shall be subject to removal from office by a vote of the Board of Directors, in a manner consistent with the procedures established for removal of an Officer, as described in Article Six, paragraph G.

ARTICLE SIX
OFFICERS

A) Elective Officers:

The elective officers of the association shall be a president, a vice president, a secretary and treasurer. The positions of secretary and treasurer may be combined into one position at the discretion of the Board of Directors. 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 Community Association, Inc. (WCA) and The Woodlands Association (TWA) and not in violation of The Woodlands Covenants.

B) 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 filled for the balance of the term thereof by the Board of Directors.

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President:

The president shall be the chief officer of the association, direct the activities of the association, and communicate to the association such matters, and make suggestions as may tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office.

D) Vice President:

The vice president shall perform all duties of the president during the absence of the president and shall be the parliamentarian for all meetings, making final rulings as to the applicability of the rules of order adopted by the Board of Directors, and will prepare newspaper and quarterly newsletter articles for the association.

E) Secretary:

The administration of the association shall be vested in the secretary. It shall be the secretary's duty to oversee the following:

- 1) To give notice of all meetings of the association and all committees and to make provision for the keeping of a record of proceedings;
- 2) To conduct correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed;
- 3) To keep records as to any agents retained by the association, and to take charge of and supervise the performance by them of their duties.

F) Treasurer:

It shall be the duty of the treasurer:

- 1) To keep an account of all moneys received and expended for use of the association, and make disbursements authorized by the Board of Directors;
- 2) To deposit all sums received in the bank or banks approved by the Board of Directors, with such funds to be drawn only on an authorized signature in accordance with directives from the Board of Directors;
- 3) To prepare an annual report of the transactions and conditions of the association;
- 4) To perform other duties as may be defined by the Board of Directors.

G) Removal:

Any officer of the association may be proposed for removal by two-thirds vote of the Board of Directors voting at any duly organized meeting whenever, in their judgment, the best interest of the association will be served by so doing. Such proposal shall be voted on at the next duly organized meeting, and removal shall take effect only upon a 2/3 vote of the Board of Directors voting.

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ARTICLE SEVEN
BOARD OF DIRECTORS

A) Membership:

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

- 1) The president, the vice president, the secretary, and treasurer of the association, each who must reside in the Village.
- 2) Any elected Director of the Woodlands Community Association (WCA) and any elected Director of The Woodlands Association (TWA) who resides in the Village.
- 3) Ten (10) at large representatives of the Village of Indian Springs who reside in these areas of the Village:

Eagle Rock	Rushwing	Hunter's Crossing
Teal Briar	Piper Trace	Stellar Point
Hazelcrest	Mirror Ridge	Altwood
Shawnee Ridge	Legacy Point	Lenox Hill
Cascade Canyon	Dove Trace	Heritage Hill
Indigo Sky	Idlewood	Sandpebble
Chandler Creek	Trace Creek	Peaceful Canyon
Rush Haven	Landsdowne	Section 16 on Falconwing (WCA)

- 4) One RDRC Representative from the elected committee members who reside in the Village, the Village RDRC will appoint one member to communicate RDRC matters to the Board and Residents.

Members of the Board of Directors must be in good standing with the WCA and TWA, 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. Area representatives shall be elected geographically by plurality vote of the Residents in their respective areas.

B) 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 prosecute 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

A) 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.

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The election procedures shall be those currently in use by the Woodlands Community Association and The Woodlands Association.

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.

The election of officers shall be on a staggered two 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.

B) Other Members of Board of Directors:

Ten (10) At-large Representatives on the Board of Directors referred to in Article Seven shall be elected for a term of two years with one-half (five) standing for election in odd numbered years for positions designated as "A" positions and one-half (five) standing for elections in even numbered years for positions designated as "B" positions. For the first year (2008) when converting from 1 year to two year terms, positions will be determined by the following procedure. "The five candidates receiving the highest number of votes shall be elected for a term of two years and be position "B" Representatives, and the five candidates receiving the next highest number of votes shall be elected for a term of one year and be position "A" Representatives." At-large Representatives shall take office at the annual meeting following the election. Candidates who receive tie votes for an At-large Representative position, the winner will be decided by a majority vote of the existing Board of Directors at a duly called meeting.

C) Vacancies:

Vacancies in any board position shall be filled by the Board of Directors by a 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.

ARTICLE NINE
AMENDMENTS

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 Directors. The notice of such meeting shall state that a proposed amendment of the By-Laws is to be considered at such meeting.

ARTICLE TEN
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 or 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 or failure to act under these By-Laws excepting only acts or omissions arising out of his/her willful misfeasance.

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ARTICLE ELEVEN
FUNDS

A) 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.

B) 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 TWELVE
DISSOLUTION

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

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CERTIFICATE OF ADOPTION OF BY-LAWS

The undersigned hereby certifies that:

- 1) He/She is a duly elected and acting Officer of The Village of Indian Springs Association, Inc.
- 2) The foregoing By-Laws, comprising 9 pages, constitute the original By-Laws of the association as fully adopted at a meeting of the members, duly held on February 11, 1986 and as revised on
 - March 2, 1988
 - January 4, 1989
 - March 7, 1991
 - November 13, 1996
 - September 9, 1998
 - February 10, 2004
 - May 10, 2005
 - August 14, 2007

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

Date: August 14, 2007

Name:

Date

Title:

The Village of Indian Springs Association, Inc