

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

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March 18, 2014

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BYLAWS
OF
THE VILLAGE OF INDIAN SPRINGS ASSOCIATION, INC.

ARTICLE ONE
GENERAL

1.1 Name

The name of this association shall be The Village of Indian Springs Association, Inc. (hereinafter ISVA or The Association).

1.2 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.

1.3 Fiscal Year

The fiscal year of The Association shall commence on April 1st.

1.4 Governing Laws

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

ARTICLE TWO
DEFINITIONS

2.1 The Village

Indian Springs Village is defined as the area south of Woodlands Parkway, west of Gosling Rd., north of the George Mitchell Nature Preserve and includes property up to the western boundaries of the Altwood and Landsdowne neighborhoods. The Village includes the following neighborhoods:

Eagle Rock	Rushwing	Hunter's Crossing
Tealbriar	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	Falconwing Estates

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2.2 Resident

As used in these Bylaws, 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.

2.3 Member

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.

2.4 Member in Good Standing

All Members, so long as the same shall qualify under the terms and provisions hereof, shall be entitled to vote in all ISVA Board elections. Each Member shall have one vote and shall be considered a Member In Good Standing, subject to the following exceptions and conditions:

- 1) Any Member who is in violation of The Woodlands Covenants, as adopted by The Township 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.

2.5 Officers

The elective Officers of The Association shall be President, Vice-President, Secretary and Treasurer. Other offices and Officers may be established and elected by a majority vote of the Board of Directors. All Officers must be Members In Good Standing and shall have served one term as an Area Representative or Officer.

2.6 Area Representative

Thirteen (13) at-large Area Representatives must be Members in Good Standing and shall serve a two-year term on the Board of Directors.

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2.7 Board of Directors

The ISVA Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, thirteen Area Representatives and any other Officers established and elected by a majority of the Board of Directors.

2.8 Duly Organized Meeting

A Duly Organized Meeting is defined as any annual, special or regular meeting of The Association.

ARTICLE THREE
OFFICERS

3.1 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 Seven 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 a majority vote of a quorum of the Board of Directors.

3.2 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 perform such other duties as are necessarily incident to the office, including reporting to The Woodlands Township Board of Directors.

3.3 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.

3.4 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 adequate notice of the Annual meeting of The Association;
- 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 as requested by the Board of Directors;
- 4) To keep a record of all Duly Organized Meetings with attendance roster;

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- 5) To present and distribute written minutes of the previous meeting at the next Duly Organized Meeting;
- 6) To post minutes of the Indian Springs Village Association Board meetings to the www.indianspringsvillage.com website.
- 7) To update and keep record of The Association's Articles of Incorporation and Bylaws and other legal documents as necessary.
- 8) To update and keep record of the Indian Springs Village Association elections and post the results with all elected Board Member names in the ISVA written minutes.

3.5 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 financial institutions 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 financial transactions and fiscal condition of The Association;
- 4) To maintain separate records of restricted and unrestricted funds;
- 5) To act as registered agent for ISVA and file appropriate Texas State reports to maintain ISVA's non-profit status;
- 6) To update and keep record of The Association's insurance policy for Board Members;
- 7) To perform other duties as may be defined by the Board of Directors.
- 8) To prepare an annual report for the Woodlands Township detailing (i) the expenditure of restricted funds from The Township, (ii) a description of the community events the funds were used for, including participation numbers and (iii) the number of Board meetings held.

3.6 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 FOUR
AREA REPRESENTATIVES

4.01 Role

The role of the thirteen at-large Area Representatives shall be to support the Officers in effectuating the purposes of the ISVA Articles of Incorporation and to serve on the ISVA Board of Directors. They shall be available to serve on Committees as needed and to serve as a Village Association Township Representative or as liaison to The Township and Advisory Councils established by The Township.

ARTICLE FIVE
BOARD OF DIRECTORS

5.1 Membership

The Board of Directors shall consist of: The President, the Vice-President, the Secretary, the Treasurer, the thirteen at-large Area Representatives and other Officers elected pursuant to Article 2.05.

5.2 Duties

The Board of Directors shall have supervision, control, and direction of the affairs of The Association and shall actively promote The Association's purposes. The primary purpose is to promote the health, safety, common good and welfare of the residents of ISVA and to aid, benefit and promote plans and recommendations relating to the physical, social or cultural development of ISVA. The Board of Directors 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 or agents to work on specific problems or reports.

ARTICLE SIX
MEETINGS

6.1 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 in a publication of local circulation on at least one occasion within the thirty (30) day period next preceding the time appointed for the meeting.

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6.2 Regular Meetings

Regular meetings of The Association shall be held on the second Tuesday of each month unless otherwise designated by the Board of Directors, except that the Board may choose not to meet during July. 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 in such manner as may reasonably be determined by the Board of Directors to give the Members actual notice of the meeting.

6.3 Order of Business for Regular and Annual Meetings

The order of business at the Regular and Annual Meetings shall be as follows:

- (1) Call to order
- (2) Resident Comments
- (3) Guest Speaker
- (4) Secretary's Report
- (5) Treasurer's Report
- (6) Board of Director's Report
- (7) Old 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.

6.4 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 in good standing 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.

6.5 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 must adjourn until a quorum is present.

6.6 Rules of Order

Rules of order for all Duly Organized Meetings shall be established by the Board of Directors and generally will follow Roberts Rules of Order.

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6.7 Code of Conduct

The Association and its board members shall conduct its business 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.

6.08 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 3.06.

ARTICLE SEVEN
ELECTIONS

7.1 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, if qualified pursuant to Article 2.05. The election procedures shall be those currently in use by the Woodlands Township and adopted by the ISVA Board of Directors.

If an election results in a tie for an open Officer position, a majority vote by the existing Board of Directors at a Duly Organized Meeting will determine the final outcome.

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.

7.2 Area Representative

Thirteen (13) at-large Area Representatives on the Board of Directors shall be elected for a term of two years with one-half (six) standing for elections in odd numbered years and one-half (seven) standing for election in even numbered years. Area Representatives shall take office at the Annual Meeting following the election. If the election results in a tie for an Area Representative position, a majority vote by the existing Board of Directors at a Duly Organized Meeting will determine the final outcome.

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7.3 Vacancies

Vacancies in Area Representative positions shall be filled by the Board of Directors by a majority vote at a Duly Organized Meeting. 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 EIGHT
LIABILITIES

8.01 Liabilities

Nothing herein shall constitute Members of the association as partners for any purpose. No Member, Officer, Area Representative, 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 Bylaws excepting only acts or omissions arising out of his/her willful misfeasance.

ARTICLE NINE
FUNDS

9.1 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.

9.2 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.

9.3 Insurance

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

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ARTICLE TEN
BYLAWS

10.1 Amendments

These Bylaws 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 Bylaws is to be considered at such meeting.

10.2 Binding

These Bylaws shall be binding upon all Members of the Association, whether or not they voted in the affirmative for their adoption.

ARTICLE ELEVEN
DISSOLUTION

11.01 Dissolution

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

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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 Bylaws, comprising 10 pages, constitute the original Bylaws 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 - Article 8 amended
 - May 11, 2010 – WCA/TWA removal; Fiscal Year changed to April; Officers Duties amended; Village boundaries redefined; entire document revised. Now 11 pages long.
 - March 19, 2013 – Increased total number of Area Representatives to twelve, six to be elected each year.
 - March 18, 2014 – Increased total number of Area Representatives to thirteen, six to be elected in odd years and seven in even years.

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

Date: March 18, 2014

Name: Amy M. Lecocq

Title: President
The Village of Indian Springs Association, Inc.