

THE WOODLANDS CIVIC ASSOCIATION, INC.  
SEMINOLE COUNTY, FLORIDA

BY-LAWS

ARTICLE I. NAME

The name of this Corporation is The Woodlands Civic Association, Inc.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this Corporation shall be the promotion of the sound growth, progressive civic improvement, beautification and healthy residential and recreational development of the area included in, surrounding and contiguous to The Woodlands area.

ARTICLE III. MEMBERSHIP

Membership in this Corporation shall be open to persons and firms interested in carrying out the PURPOSE of the Corporation, provided that such persons and firms are real property owners in the area served by the Association, reside in the aforementioned Association area, or conduct business or provide a professional service in said area, which contributes to the PURPOSE of the Association.

Membership shall be limited to one (1) membership per family or firm, subject to the rules and regulations of The Woodlands Civic Association, Inc., as hereinafter described.

There shall be three (3) classes of membership in the Corporation:

1. REGULAR
2. SUSTAINING
3. BUSINESS AND PROFESSIONAL

REGULAR memberships will be limited to real property owners in the Association area, who also reside within the Association area. SUSTAINING memberships may be held by those who reside in the Association area but do not own real property in the area and those who own real property in the Association area but do not reside therein. BUSINESS and PROFESSIONAL memberships may be held by those businesses and professional persons whose activities in the area further the PURPOSE of the Association. Only REGULAR memberships shall be entitled to vote, become a member of the Board of Directors of this Corporation, or become an officer of The Woodlands Civic Association, Inc.

#### ARTICLE IV. ADMISSION TO MEMBERSHIP

Proposals for membership shall be submitted to the Board of Directors on an application form approved by the Board of Directors. Dues, as hereinafter established, shall accompany the application for membership. The Board of Directors shall consider and vote upon all membership applications. The favorable vote of the majority of the Board of Directors shall be required for an applicant's admission to membership. Resignations shall be made in writing to the Secretary. A member in good standing is one whose current dues and assessments have been paid. Members in good standing at the time of resignation are accorded the privilege of reinstatement upon application to the Board of Directors and payment of dues and assessments which accrued during the period of non-membership. There shall be no reimbursement of dues. Memberships are not transferable.

#### ARTICLE V. DUES

There shall be annual dues of ten dollars (\$10.00) for each REGULAR and SUSTAINING membership. A member initially joining the Association, subsequent to the last day of June will be assessed annual dues of five dollars (\$5.00) for that fiscal year. The initial dues of these new members shall be paid when the application for membership is submitted. Dues may be increased or decreased by a majority vote of the Board of Directors.

There shall not be set annual dues, as such, for BUSINESS and PROFESSIONAL memberships. When a BUSINESS or PROFESSIONAL organization applies for membership, the dues for such a BUSINESS or PROFESSIONAL organization shall then be determined by the Board of Directors, in the best interest of carrying out the PURPOSE of the Association.

The fiscal year of The Woodlands Civic Association, Inc., shall begin on the first day of January and end on the last day of December of the following calendar year. The dues paying period of the REGULAR and SUSTAINING membership shall coincide with the fiscal year. Such dues uncollected on the last day of March of each year will be sufficient grounds for cancellation of the membership, unless suitable prior arrangements have been made with the Treasurer.

#### ARTICLE VI. ASSESSMENTS

Assessments may be made for good cause in the following manner: The Board of Directors shall present the need for such assessment to the general membership at a meeting of that membership. The REGULAR membership, at a properly constituted meeting, in person or by written proxy, shall approve or disapprove the requested assessment, unless all Directors and a majority of the REGULAR members sign a written statement of their intention to approve such an assessment. SUSTAINING and BUSINESS and PROFESSIONAL memberships shall not be subject to assessments, as herein before described. A duly approved assessment shall be paid by not later than thirty-one (31) days following its approval.

#### ARTICLE VII. MEETINGS

The Annual Meeting of The Woodlands Civic Association, Inc. normally shall be held on the 2nd Tuesday of the month of February of each year. Regular meetings shall be held at such time as decreed by the Board of Directors. Annual, regular, or special meetings of the general membership will be held on not less than the ten (10) days prior notice to the general membership. Special meetings shall be called by the President at the request of a majority of the members of the Board of Directors or of twenty-five percent (25%) of the REGULAR membership. Only REGULAR members in good standing shall vote at membership meetings. Each REGULAR membership is entitled to one (1) vote. The majority vote of those REGULAR memberships present at meeting in person or by properly submitted proxy shall constitute a legal vote, unless otherwise provided in these By-Laws.

#### ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have seven (7) Directors. The number of Directors may be altered from time to time by a majority vote of the REGULAR membership at a properly constituted meeting, but there shall always be an odd number of members. The term of office of the Directors will be two (2) years, with the exception of the first term of the Association. During the first term, to provide continuity within the Board and to allow for the establishment of an Annual Meeting to be held on the second Tuesday of February of each year, three (3) of the elected Directors shall serve until the first Annual Meeting after their election. The remaining four (4) initial Directors shall serve until the second Annual Meeting after their election.

The normal term of office shall extend from the time of installation during an Annual Meeting to the time of installation during the second Annual Meeting thereafter. No person may serve more than one (1) successive term as a Director. Those Directors who receive the fewest votes shall serve until the first Annual Meeting after their election.

In addition to the Directors of this Association, as herein before described, the immediate past President of The Woodlands Civic Association, Inc. shall become an ex-officio member of the Board of Directors, for the year immediately following his term of office as President, but shall not be entitled to vote, unless the immediate past President remains on the Board of Directors by virtue of his initial election to the Board of Directors, as herein before described.

The business and property of the Corporation shall be managed by the Board of Directors. The Board of Directors shall have full control over the affairs of the Corporation and shall be authorized to exercise all of the Corporate powers, by a majority vote of the Directors, unless otherwise provided in these By-Laws. Vacancies on the Board of Directors shall be filled from the REGULAR membership by the Directors remaining in office.

#### ARTICLE IX. OFFICERS AND THEIR DUTIES

Officers of The Woodlands Civic Association, Inc. shall be elected by the Board of Directors, as provided herein, for a period ending on the day of the next Annual Meeting. If any office becomes vacant, the Board of Directors shall elect or appoint, as appropriate, a qualified person to fill that office for the unexpired term. Officers of The Woodlands Civic Association, Inc. and their duties shall be as follows:

PRESIDENT: The President shall be elected by a majority vote of the Board of Directors. It shall be the duty of the President to preside at meetings of the Board of Directors and of the general membership and perform such other duties as ordinarily pertains to that office.

VICE-PRESIDENT: The Vice-President shall be elected by a majority vote of the Board of Directors. It shall be the duty of the Vice-President to act for the President in the absence, incapacity, resignation, or death of the President. In the event of the President's incapacity, resignation or death, the Vice-President shall assume all of the duties of the President until the vacancy is filled by the Board.

SECRETARY: The Secretary shall be appointed by the Board of Directors. It shall be the duty of the Secretary to act as custodian of the Corporate Seal, maintain formal and accurate Minutes of each meeting of the Board of Directors and of the general membership, maintain a current membership list, and preserve all such records and lists. It shall also be the duty of the Secretary to maintain in his possession a revolving fund of the Association's monies in an amount not to exceed fifty dollars (\$50.00), for the purpose of purchasing postage stamps, stationery and other necessary supplies, for the use of the Association.

TREASURER: The Treasurer shall be appointed by the Board of Directors. It shall be the duty of the Treasurer to safely keep all monies of the Corporation, which may come into his hands from time to time, and to pay out the same upon check or draft of the President, or Vice-President in the absence of the President, countersigned by the Treasurer. The Treasurer is authorized to expend up to fifty dollars (\$50.00) for any single unit of purchase, without approval of the Board of Directors. The Treasurer shall keep accurate books of accounts of transactions of his office and generally perform all other duties pertaining to his office which may be required by the Board of Directors. He shall countersign all financial documents requiring the signature of the President or Vice-President, as hereinbefore provided. He shall promptly deposit monies of the Corporation as the same may come into his hands in such bank or trust company, or companies, as may be designated by the Board of Directors. Such deposits shall be in the name of The Woodlands Civic Association, Inc.

ARTICLE X. ELECTIONS

At least thirty (30) days prior to the Annual Meeting of the general membership, the Board of Directors shall appoint a Nominating Committee of five (5) members. This committee shall prepare a slate of candidates for the Director positions which are to become vacant, by nominating REGULAR members in good standing who have consented to serve for each office. This slate shall be presented to the general membership during the Annual Meeting. At such meeting, nominations to fill the available positions shall be accepted from the floor, provided that such nominations from the floor are made in writing by a REGULAR member in good standing and that the nominee, who must also be a REGULAR member in good standing, has indicated in writing his willingness to serve in the position in question, if elected. Voting shall be by secret ballot. A single ballot containing the names of all members duly nominated for each projected Directorship vacancy shall be provided to each REGULAR membership. Each REGULAR membership may, subject to the hereinbefore described conditions, vote either in person at the Annual Meeting or by properly submitted proxy. The nominee for each projected vacancy receiving the highest number of votes shall be declared elected. Those elected to serve as Directors shall be installed at the Annual Meeting.

ARTICLE XI. COMMITTEES

The Board of Directors may, from time to time, appoint committees and delegate to them such authority as may be deemed advisable by the Board, so long as same shall be within the limits of the Board's authority and discretion. The Standing Committees of this Association shall be:

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|----------------------------|------------------|
| Plans and Policy           | Zoning           |
| Hospitality and Membership | Special Events   |
| Ways and Means             | Area Development |
| Information                |                  |

The general responsibilities of the Standing Committees shall be:

Plans and Policy Committee will develop and recommend to the Board of Directors overall Association policy and supporting long range plans.

Hospitality and Membership Committee will welcome newcomers to the Association area and seek to increase Association membership.

Ways and Means Committee will be responsible for devising means of handling the day-to-day Association problems not specifically assigned to another committee, to include legal problems and member grievances. Information Committee will be responsible for keeping the membership informed of Association business and for maintaining liaison with the news media, other civic associations, and appropriate public officials.

Zoning Committee will be responsible for all matters relating to changes in zoning classification, or possible changes of property within the Association's area of interest, and for maintaining liaison with appropriate local government zoning commissions.

Special Events Committee will be responsible for all matters relating to social and other events not specifically made the responsibility of another committee, to include arranging for all Board of Directors' and general membership meetings.

Area Improvement Committee will be responsible for developing and executing appropriate programs to enhance the beauty of the Association's area of interest.

Other committees may be added from time to time. All Committee Chairmen shall be appointed by a majority vote of the Board of Directors. Such Chairmen shall serve at the discretion of the Board of Directors, and may be removed from office by a majority vote of the Board of Directors. The Chairman of the Standing Committees, plus the Chairman of any other committees established by the Board of Directors, together shall comprise The Advisory Council. It shall be the duty of the Advisory Council to meet with the Board of Directors at each regular or special Board Meeting for the purpose of providing committee reports and appropriate advice. The members of the Advisory Council will not be entitled to vote on matters considered by the Board of Directors. All Committee Chairmen assignments will terminate at the time of installation of a new Board of Directors.

#### ARTICLE XII. AMENDMENTS

These By-Laws may be amended in the manner provided by law. Such amendments shall be approved by the Board of Directors, proposed by them to the REGULAR membership and approved at a properly constituted meeting of the membership, by a majority of the REGULAR members present and entitled to vote thereon, either in person or by properly submitted proxy, unless all Directors and REGULAR members sign a written statement of their intention that the amendment be made.

ARTICLE XIII. AUTHORITY

Only the Board of Directors has the authority to commit the Corporation to contracts or responsibilities of any kind, however, the sum of the commitments outstanding shall not exceed the current assets of the Corporation.

ARTICLE XIV. EXPENDITURES

No member shall be entitled to reimbursement for any expenditure made on behalf of the Association, unless authority for such expenditure was given previously by the Board of Directors. The Board of Directors shall not have the right to enter into any contract or make any expenditure unless such contract or expenditure has the prior approval of a majority of the Directors.

ARTICLE XV. RULES OF ORDER

"Revised ROBERT'S RULES OF ORDER" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws, or in conflict with them.

ARTICLE XVI. SEAL

The Seal of the Association shall be circular in form. It shall include the words "THE WOODLANDS CIVIC ASSOCIATION, INC. ", "INCORPORATION FLORIDA 1971", and "NON-PROFIT CORPORATION". The Seal shall remain in the possession of the Secretary of the Corporation.