

**BY-LAWS OF THE  
PANTHER CREEK VILLAGE ASSOCIATION**

**as amended and adopted on**

**July 11, 2002**

**ARTICLE ONE  
NAME AND PURPOSE**

The name of this Association shall be Panther Creek Village Association (the "Association"). The Association shall serve as the representative of the residents of the Village of Panther Creek (the "Village") in dealings with various local, county, state and federal governing bodies, businesses, and community associations within Montgomery County, Texas in furtherance of the following described purposes:

- 1) to serve the interests and welfare of its Membership;
- 2) to enhance recreation and the quality of life within the Village; and
- 3) to promote unity and fellowship among Residents.

Additionally, it is the intention of the Association to create membership awareness on various issues affecting Members and the Village, and to offer to its Membership assistance in the resolution of complaints involving the Village and The Woodlands, Texas and the latter's community associations.

**ARTICLE TWO  
PRINCIPAL OFFICE/MEETING LOCATION**

The principal office of the Association and all meetings of the Membership and Executive Committee of the Association shall be or take place within The Woodlands, Montgomery County, Texas. The Association may have other offices and meeting locations from time to time as designated by the Association's Executive Committee.

**ARTICLE THREE  
DEFINITIONS**

As used in these By-Laws, the following terms shall have the following meanings:

- a. "Area Representatives" means Residents that have been elected to such positions by the Membership, as provided in Article Nine of these By-Laws or as otherwise appointed pursuant to these By-Laws.
- b. "Association" means the Panther Creek Village Association.
- c. "Covenants" shall mean the Covenants, Restrictions, Easements, Charges, and Liens of The Woodlands, referred to in the Articles of Incorporation of the WCA (defined below), and as set forth in that certain General Warranty Deed dated January 11, 1974, from WCA to The Woodlands Development Corporation, recorded in Volume 841, Pages 297-352, of the Deed Records of Montgomery County, Texas, and as amended pursuant to their terms.
- d. "Elective Officers" shall mean the President, Vice President, Secretary, and Treasurer of the Association, as more fully described in Article Seven of these By-Laws.
- e. "Executive Committee" shall mean a committee of the Association, comprised of the Elective Officers and any other Officers as the Membership shall elect to serve thereon, pursuant to Section 8.1 of these By-Laws.

f. "Member" shall mean a natural person, 18 years of age or older, who is an owner of residential property located in the Village or a Resident of the Village.

g. "Membership" shall mean all of the Members.

h. "Officers" shall mean the Elective Officers, Area Representatives, and Class A Directors of the WCA, as defined in the by-laws of the WCA, who reside in the Village.

i. "Resident" shall mean a natural person, 18 years of age or older, whose principal place of residence is within the Village.

j. "Village" means the Village of Panther Creek.

k. "WCA" means The Woodlands Community Association or its successors-in-interest.

#### ARTICLE FOUR MEMBERSHIP

##### 4.1 Membership Automatic :

Membership in the Association is automatic for each person satisfying the definition of "Member."

##### 4.2 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 meeting of Members. Each Member shall have one vote, subject to the following exceptions and conditions:

(1) Any Member who is in violation of the Covenants or who has failed to pay assessed dues (if any), as determined by the Executive Committee, shall not be entitled to vote during any period in which such Member remains in violation of the Covenants or continues to fail to pay assessed dues.

(2) The Executive Committee may make such regulations as it deems advisable for any meeting of Members in regard to proof of eligibility for Membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration of Members for voting purposes, use of proxies, voting or meeting by mail, telephone, or other electronic means of communication, including the Internet, and such other matters concerning the conduct of meeting and voting, including provisions for absentee balloting, as it shall deem fit.

#### ARTICLE FIVE MEMBERSHIP DUES

Annual dues, if any, required for membership in the Association shall be determined by a vote of the Members on the recommendation of the Executive Committee. Dues may vary from year to year and shall be the same for all Members.

#### ARTICLE SIX MEETINGS OF MEMBERS

##### 6.1 Annual Membership Meetings:

There shall be an annual meeting of the Association's Membership each year for the installation of Officers, receiving reports and the transaction of other business. Such meeting shall be held on the date of the next regular Membership meeting of the Association immediately following the election of Officers. Annual Membership meetings shall be open to all Members.

Notice of such annual Membership meetings shall be issued by the Secretary by publication in a newspaper having general circulation in The Woodlands, including the Village, and/or in a publication with general delivery to Residents.

6.2 Regular Membership Meetings:

Regular meetings of the Members shall be held monthly on a date and at a time and place established by the Executive Committee. Regular Membership meetings shall be open to all Members.

Notice of regular Membership meetings shall be issued by the Secretary by publication in a newspaper having general circulation in The Woodlands, including the Village, and/or in a publication with general delivery to Residents.

6.3 Special Membership Meetings:

Special meetings of the Membership may be called at any time by the President, or in his/her absence, the Vice President, and shall be called by the President, or, in his/her absence, the Vice President: (i) on the written request of a majority of the Executive Committee; or (ii) on the written request of no less than twenty-five (25) Members of the Association.

Notice of any special Membership meeting must be issued by the Secretary by publication in a newspaper having a general circulation in The Woodlands, including the Village, not less than seven (7) calendar days prior to the scheduled meeting, and/or in a manner approved by the Executive Committee so as to ensure that there is a reasonable dissemination of the information pertaining to the time, place, and specific purpose of the meeting.

6.4 Quorum/Voting:

Ten (10) Members of the Association, when present at any Membership meeting, shall constitute a quorum. In the event there are fewer than this number at any Membership meeting, the presiding Officer may adjourn the meeting until such time as a quorum is present. Unless otherwise specifically provided in these By-Laws, where a vote of the Membership is required to undertake any action, the vote of a majority of the Membership present and voting at such meeting shall constitute a vote of the Membership, provided that a quorum is present and voting.

6.5 Rules of Order:

Rules of order for all meetings shall be established by the Executive Committee. In the absence of rules of order established by the Executive Committee, Roberts Rules of Order shall govern.

6.6 Rules of Conduct:

The meetings of the Membership are intended, among other things, to provide a forum for open discussion of residents' concerns and interests. Proper conduct and decorum shall be maintained by Members in attendance, including all Officers, at all meetings and at all times.

Reasonable rules of conduct at meetings shall be enforced by the Executive Committee, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the Membership meetings. No Member who is asked to leave a meeting for actions of misconduct or improper decorum, said request being made by the meeting's presiding Officer, or escorted from a meeting by a law enforcement official shall have any legal recourse against the Association nor any of its Members for such action.

ARTICLE SEVEN  
ELECTIVE OFFICERS

7.1 Elective Officers:

The Elective Officers of the Association shall be the President, Vice President, Secretary, and Treasurer of the Association and shall be elected by the Membership in the manner set forth in Section 7.2, below, except in the case of vacancies, which may be temporarily filled by appointment, as provided in Article Eleven, below. All Elective Officers must be Residents, satisfy the requirements of Article Four with respect to voting privileges, and otherwise be in good standing under these By-Laws.

7.1.1 President:

The President shall be the chief Officer of the Association. The President shall direct the activities of the Association and communicate to the Members such matters and make suggestions as may, in the opinion of the President, tend to promote the welfare of the Membership and increase the usefulness of the Association. The President shall provide a written agenda for all meetings, oversee the duties of all committees appointed by the Executive Committee, execute, on behalf of the Association, all contracts to which the Association is a party, and perform such other duties as are necessarily included in this office.

7.1.2 Vice President:

The Vice President shall perform all duties of the President in his/her absence, and other such duties delegated by the President. The Vice President shall be responsible for all public relations pertaining to the Association.

7.1.3 Secretary:

It shall be the duty of the Secretary:

- (1) To give notice of all meetings of the Association and to make provisions for the keeping of a record of proceedings;
- (2) To present and distribute at each annual Membership meeting, each regular Membership meeting, and each Executive Committee meeting, written minutes of the previous annual or regular Membership meeting or Executive Committee meeting, as the case may be;
- (3) To keep an attendance roster of the Members in attendance at all meetings;
- (4) To conduct correspondence and carry into execution all orders, votes and resolutions not otherwise committed; and
- (5) To maintain the record copies of the official minutes.

7.1.4 Treasurer:

It shall be the duty of the Treasurer:

- (1) To keep an accurate account of all monies received and expended for the Association and make disbursements authorized by the Executive Committee;
- (2) To establish a method for the collection and payment of dues, if any;
- (3) To deposit all sums received by the Association in the bank account(s) approved by the Executive Committee, with such funds to be drawn only on his/her signature and/or the signatures of the President or Vice President as is in accordance with the directives of the Executive Committee;

(4) To present and distribute at each regular meeting a report of receipts, disbursements and monies in the Association's bank account(s), and listing anticipated receipts and expenditures that will occur within the following month; and

(5) To present and distribute at annual Membership meetings a financial report summarizing all transactions during the year and the fiscal condition of the Association.

7.2 Terms of Elective Officers:

The President and Treasurer shall be elected in even numbered years. The Vice President and Secretary shall be elected in odd numbered years. All Elective Officers shall serve two (2) year terms and until successors are duly elected. Elective Officers are eligible for reelection.

No Member may hold two or more Elective Officer positions at any one time.

ARTICLE EIGHT  
EXECUTIVE COMMITTEE AND RESONSIBILITIES

8.1 Executive Committee Membership:

The Association shall have an Executive Committee composed of the Elective Officers of the Association. Upon majority approval at a regularly scheduled meeting of the Membership, the Executive Committee may be expanded to include not more than four (4) additional Officers. In the event that it has thus approved an expansion of the Executive Committee, the Membership shall, at such meeting approving such expansion, vote for the Officers to fill such additional positions within the Executive Committee. Those Officers who receive the highest number of votes shall fill the additional Executive Committee positions in descending order of the plurality of votes respectively cast for them.

8.2 Duties:

The Executive Committee shall have supervision, control and direction of the affairs of the Association; shall consider and act upon the expressed desires of the Membership; shall actively perform such duties as may be necessary or desirable in order to promote 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 committees, designate committee chairpersons, or agents to work on specific problems, projects or reports.

8.3 Executive Committee Meetings:

Meetings of the Executive Committee may be called at any time by the President, or in his/her absence, the Vice President, and must be called by the President, or in his/her absence, the Vice President, upon written request of a majority of the Executive Committee. Notice (which may be provided via telephone) of meetings of the Executive Committee must be provided to each member of the Executive Committee, which notice shall state the general purpose of the meeting. Such notice shall be provided by the Secretary, unless delegated to another officer by the President, or in his/her absence, the Vice President.

8.4 Quorum/Voting:

If the membership of the Executive Committee equals or exceeds five members, fifty percent (50%), of the members of the Executive Committee, when present at any of its meetings, shall constitute a quorum. If the membership of the Executive Committee is four or fewer members, seventy-five percent (75%) of the members of the Executive Committee when present at any of its meetings, shall constitute a quorum. In cases where fewer than the required members of the Executive Committee are present, the presiding Officer may adjourn from time to time until a quorum is present. Unless otherwise specifically provided in these By-Laws, where a vote of the Executive Committee is required to undertake any action, the vote of a majority of the Executive Committee members present

and voting at such meeting shall constitute a vote of the Executive Committee, provided that a quorum is present and voting.

8.5 Rules of Order:

Rules of order for its meetings shall be established by the Executive Committee. In the absence of rules of order established by the Executive Committee, Roberts Rules of Order shall govern.

ARTICLE NINE  
AREA REPRESENTATIVES

Twelve (12) Area Representatives will be elected for a term of two years with one-half (six) standing for election in odd numbered years for positions designated as A positions and one-half (six) standing for election in even numbered years for positions designated as B positions. Area Representative positions are all at large positions and are designed to act collectively at all times in the representation of the Village as a single district. The primary role of an Area Representative is to solicit, communicate and represent the expressed desires of the Association's membership.

All Area Representatives must be Residents, satisfy the requirements of Article Four with respect to voting eligibility, and otherwise be in good standing under these By-Laws.

ARTICLE TEN  
ELECTIONS

10.1 Election Date and Results:

Election of Officers shall take place annually on the date specified by the WCA for the election of the WCA's board of directors, or, except for the WCA director positions, on such other date as the Executive Committee may establish from time to time. Notice shall be by publication in a newspaper of general circulation within The Woodlands, including the Village, on at least two (2) separate occasions within thirty (30) days prior to the election date.

Voting shall be by secret ballot. The applicable rules of the election shall be those then in use by the WCA for the election of its directors. Any Officer that is otherwise eligible under these By-Laws shall be eligible for reelection.

Eligible candidates for each Elective Officer position that receive a plurality of not less than thirty-five (35) percent of the votes cast shall be elected to that Elective Officer position. In the event no eligible candidate receives a large enough plurality of votes for a given Elective Officer position, a runoff election, between the candidates for that position that received the largest and second largest percentage of votes, shall be held for that Elective Officer position. The date(s) and location(s) for such runoff election shall be as established by the Executive Committee (as constituted prior to the most recent annual election) and notice thereof shall be by publication in a newspaper of general circulation within The Woodlands, including the Village, at least once and not less than fifteen (15) days prior to the runoff election date.

Candidates for Area Representative who receive the highest number of votes shall fill the available Area Representative positions in descending order of plurality of votes.

10.2 Write-In Candidates:

Any Officer position, except for WCA director positions, 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 and, if such Officer position is an Elective Officer position, such person receives the required plurality of votes set forth in Section 10.1.

ARTICLE ELEVEN  
REMOVAL/DISQUALIFICATION/RESIGNATION OF OFFICERS

Any Officer may resign from office for any reason, or may be removed from office for material breach of duties, including failure to actively attend Membership meetings, and/or, if such Officer is a member of the Executive Committee, Executive Committee meetings, whenever the best interests of the Executive Committee and/or the Association shall be served by such removal. An Officer shall automatically be removed from office if such Officer is no longer a Resident or does not satisfy the voting requirements of Article Four.

Any proposal for removal of an Officer (other than an automatic removal, as described above) shall be presented to the Executive Committee for a vote at any duly called Executive Committee meeting and, upon a two-thirds (2/3) majority vote of the Executive Committee members present and voting, written notice of the proposed removal, specifying the reasons therefor, shall be mailed to the Officer's last known address by regular mail and certified mail, return receipt requested, requesting the Officer to appear at the next duly called meeting of Members, if the Officer so desires, to show cause why the Officer should not be removed from office. No Officer that is the subject of a proposal for removal shall be entitled to vote in connection with the removal proposal. In the event that an Officer is disqualified from serving as an Officer under these By-Laws or has submitted his or her resignation, notice of such disqualification or resignation shall be announced at the first duly called Executive Committee meeting following the occurrence of such disqualifying events or receipt of the Officer's resignation, as the case may be.

Following the Executive Committee's determination that an Officer should be removed from office in the manner provided above, or a determination by the Executive Committee that an Officer is subject to automatic removal, or receipt by the Executive Committee of an Officer's resignation, notice of the Membership meeting to consider the removal proposal and/or the appointment of a successor shall state that consideration of the removal of an Officer and/or the appointment of a successor to fill an Officer vacancy is to be among the items discussed at the meeting.

After hearing the Officer's statement, if any, and discussion by the Members, upon a two thirds (2/3) majority vote of the Members present and entitled to vote, the Officer shall be removed from office for his or her remaining term.

No Officer removed under this Section shall have any legal recourse against the Association or its Members for any action taken in good faith under these By-Laws.

Any vacancy created by removal, resignation, or automatic disqualification of an Officer shall be filled for the remaining term of office by majority vote of the Membership then present and eligible to vote at the Membership meeting at which such action is considered. Notwithstanding the foregoing, the Executive Committee may appoint a Member, otherwise eligible to serve in such capacity, to fill a vacancy created by removal, resignation, or automatic disqualification of an Officer until the Membership votes on such person's successor, in the manner provided above.

For purposes of this Article Eleven, the resignation, removal, or disqualification of a person that is an Officer by virtue of his or her standing as a Class A Director of the WCA shall relate only to that person's resignation, removal, or disqualification as an Officer of the Association, it being expressly recognized that such person's resignation, removal, or disqualification as a Class A Director of the WCA shall be governed by the by-laws of the WCA.

ARTICLE TWELVE  
AMENDMENTS & REVIEW

12.1 Amendments:

Proposals that these By-Laws be amended, altered, or repealed in whole or part, may be presented at any duly called Membership meeting of the Association. Notice of the meeting of Members at which the proposed

changes will be considered shall include the statement that proposed changes to the By-Laws shall be considered; and upon majority vote of the Members present at such meeting, the changes or amendments shall be effective.

12.2 Review:

The Executive Committee shall appoint a committee to review and, if necessary, update these By-Laws no less often than each even-numbered year. Recommendations proposed by such committee shall be presented at, and subject to, the majority vote of the Members at a meeting duly called in accordance with Section 12.1.

ARTICLE THIRTEEN  
LIABILITIES

Nothing herein shall constitute Members of the Association as partners for any purpose. No Member, Officer, agent or employee of the Association 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 acts or failure to act under these By-Laws excepting only acts or omission arising out of his/her willful malfeasance. Officers will be indemnified for costs, damages and attorney's fees incurred in any action regarding his/her duties on behalf of the Association to the fullest extent permitted by law.

ARTICLE FOURTEEN  
FUNDS

14.1 Finances:

The Association is a non-profit organization. The Association shall use its funds only in furtherance of the objectives and purposes specified in these By-Laws.

14.2 Bonding:

Persons entrusted with the handling of Association funds may be required, at the discretion of the Executive Committee, to furnish, at the Association's expense, a suitable fidelity bond.

ARTICLE FIFTEEN  
DISSOLUTION

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

ARTICLE SIXTEEN  
BY-LAWS BINDING

These By-Laws shall be binding upon all Members of the Association.

CERTIFICATE OF ADOPTION OF BY-LAWS

The undersigned hereby certifies that:

1. He/she is duly elected and acting as the Secretary of the Panther Creek Village Association; and,
2. That the foregoing By-Laws, consisting of eight (8) pages, constitute the By-Laws of the Panther Creek Village Association, as fully revised, amended and adopted on this the 11th day of July, 2002.

IN WITNESS WHEREOF, the undersigned has hereto subscribed his/her name.

\_\_\_\_(signed) Nancy Barrow\_\_\_\_  
Secretary

ATTESTED TO BY THE FOLLOWING OFFICERS OF THE ASSOCIATION:

\_\_\_\_(signed) Larry Faith\_\_\_\_  
President

\_\_\_\_(signed) Daniel Booren\_\_\_\_  
Vice President

\_\_\_\_(signed) John Nanninga\_\_\_\_  
Treasurer