

**CREEKSIDE PARK VILLAGE ASSOCIATION
CONSTITUTION AND BYLAWS
UPDATED: October 3, 2023**

Article I – Name

The name of this organization is The Woodlands Creekside Park Village Association (“Association”). The Certificate of Formation for the Association was filed in the Office of the Secretary of State of Texas on June 29, 2009.

Article II – Objectives

The Association shall serve as the representative of the residents of the Village of Creekside Park (the “Village”) in dealings with various local, county, state, and federal governing bodies, businesses, and community associations within Harris County and Montgomery County, Texas in furtherance of the following described purposes:

1. To serve the interests and welfare of its residents.
2. To enhance recreation and the quality of life within the Village.
3. To promote unity and fellowship among residents.
4. To create awareness of various issues affecting residents of the Village
5. To offer its residents assistance in the resolution of issues with The Woodlands Township.
6. To assist The Woodlands Township in facilitating communication with Village residents.

Article III – Policies

1. This organization is self-governing, non-commercial, non-sectarian, non-profit, and nonpartisan;
2. The CPVA’s fiscal year shall run from April 1st through March 31st;

Article IV – Governing Laws

In so far as Federal Law does not apply, the provisions of these By-Laws shall be governed by and constructed in accordance with the laws of the State of Texas.

Article V – Meetings

1. The new officers and area representatives shall take office at the regularly scheduled meeting for March immediately following the February election.
2. **Regular Meetings of the Board** - Except as noted below, regular meetings of the Board shall be held on the first (1st) Tuesday of each month unless the Board changes such day. This meeting shall consist of the Board and any other Residents. Residents shall be provided the opportunity to present comments at the meeting.
3. **Exceptions** - There will be no regular board meeting in July and December. The November meeting shall be held on the first Monday to avoid conflicting with elections.
4. **Notification to Residents for Board Meetings** - Notice of CPVA Board meetings shall be posted electronically on the Association’s website and social media.

5. **Special Meetings of the Board of Directors** - Special meetings of the Board may be called at any time by the president, or in his absence, by the vice president, or by the request of a majority of the Board. A minimum of twenty-four (24) hours' notice of any special meeting must be given to the Board, and the notice must state the purpose of the meeting. The method of notice and business venue may be determined in a manner deemed appropriate by a majority of the Board.
6. **Rules of Order** - Rules of order for all meetings shall be established by the Board. In the absence of rules of order by the Board, Roberts Rules of Order shall govern.
7. **Rules of Conduct** - Notwithstanding the fact that CPVA meetings are intended, among other things, to provide a forum for discussion of residents' concerns, proper order and decorum shall be maintained at the meetings. Reasonable rules of conduct for Residents and the Board, in attendance at any and all meetings shall be enforced by the Board, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the CPVA's meetings. Such reasonable rules of conduct prohibit any violation of public law, and specifically prohibit, without being limited to, the following behaviors at any meeting of Residents or the Board:
 - a. Disruptive or disorderly conduct;
 - b. Interruption of speakers;
 - c. Name calling;
 - d. Screaming;
 - e. Disturbing the peace;
 - f. Offensive use of abusive, insulting, obscene, profane, or threatening language or gestures; or Any other act designed to intimidate, offend, threaten, or harm persons, or damage or destroy property.
8. **Quorum** - A simple majority of voting Board members including at least two (2) officers present shall constitute a quorum. If fewer than this number is present, the presiding officer may adjourn the meeting until a quorum is present.

Article VI – Board of Directors and Duties

Elective Officers - The elective officers of the CPVA shall be the president, vice president, secretary, treasurer, and the events co-chairman. All officers and board members must be residents of the Village of Creekside Park

1. **President** - The President is the chief officer of the Association. Responsibilities include:
 - a. Direct the activities of the Association.
 - b. Preside at all meetings of the Board.
 - c. Have general charge and supervision of the business of the Association.
 - d. Provide written agenda for such meetings.
 - e. Communicate to the members such matters and make suggestions that promote the welfare and increase the usefulness of the Association.
 - f. Oversee the duties of all Committee Chairpersons.
 - g. Perform such other duties as are necessarily included in this office.
2. **Vice-President** - The Vice President shall perform all duties of the President in the President's absence. In addition, the Vice President will
 - a. Be the parliamentarian for all meetings, making final rulings as to applicability of Roberts Rules of Order or special rules adopted by the Board of Directors.
 - b. While the Vice President is acting as President, the Board should elect a temporary parliamentarian.

- c. The Vice President shall be responsible for all public relations pertaining to the Association.
3. **Secretary** - The Secretary will:
 - a. Keep record of all proceedings
 - b. Present and distribute at each annual and regular meeting written minutes of the previous annual or regular meeting or any special meeting.
 - c. Keep an attendance roster of the members in attendance at all meetings.
 - d. Prepare and send all Board and Association correspondence. Maintain the record copies of official minutes and documents of the Association.
 - e. Act as Registered Agent for the Association.
4. **Treasurer** - The Treasurer will:
 - a. Keep an account of all monies received and expended for the use of the Association and make disbursements authorized by the Board.
 - b. Maintain Association depositories approved by Board, with funds drawn on signatures of the President, Vice President, and Secretary or Treasurer in accordance with directives from the Board.
 - c. Provide a report of receipts, assets, and liabilities of the Association at all duly organized meetings
 - d. Prepare an annual budget, report of receipts, disbursements, and final balances for the incoming Board.
 - e. Assist the officers as required in the preparation of all necessary filings with any regulatory agencies.
5. **Events Co-Chairman** - The Events Co-Chairman are elected positions responsible for activities related to events organized by the Association. Pursuant to Article 8. hereof, the Events Co-Chairman shall serve as a member of the Board and must live in the Village. The Events Co-Chairman must not be in violation of the Covenants and must be a Member of the Association. Per Article 5, the Events Co-Chairman shall be considered officers of the Association. The Events Co-Chairman will:
 - a. Be the primary coordinator for Association events and functions.
 - b. Serve in the principal management capacity for all social events established and conducted by the Association.
 - c. Assist the Treasurer in establishing and maintaining specific accounts pertaining to Association social event expenses and revenues.
 - d. Assist the Secretary in conducting correspondence and public notice relating to Association social events.
6. **Area Representatives** - Area representatives shall be at-large positions representing the Village as a single district. In the regularly scheduled board meeting in September of each year, the Board will determine if the number of area representatives requires adjustment. The agreed number of Area Representative positions will then be elected in the following year's election as described below. Unless otherwise agreed by the Board as defined above, there will be ten (10) Area Representatives. The primary role of an Area Representative is
 - a. To solicit, communicate and represent the expressed desires of the Association's membership.
 - b. Attend monthly meetings of the Association.
 - c. Participate actively and effectively on at least one (1) committee as defined in Article 11.
 - d. Volunteer for at least two (2) functions in which the Creekside Park Village Association participates.
 - e. Perform such other duties as are necessarily incident to the office.

- f. Assignment of Area Representatives to Subdivisions - Area Representative positions may be assigned to represent specific subdivisions within the village. Such assignment will take place in a regularly scheduled Board meeting. If such action is taken, representation of specific sub-divisions is assigned to area representative positions; it is the responsibility of the Board to ensure all subdivisions within the Village are assigned representation.
7. The Board shall have supervision, control and direction of the affairs of the Association; shall consider and act upon the expressed desires and concerns of the residents; shall actively prosecute the Association's objectives and shall have discretion in the disbursement of funds. The Board may adopt such rules for the conduct of its business as it deems advisable, and may in the execution of powers granted, appoint committees, subcommittees, or agents to assist it on specific problems or reports.

Article IX – Elections

Officers -

1. Eligibility for running for all CPVA Board positions, including write-in candidates, shall be determined, interpreted, and enforced by The Woodlands Township and its regulations.
2. A notice of annual elections for the CPVA officers and board shall be published on the CPVA website and social media at least 10 days before the candidate filing deadline.
3. The positions of President and Secretary will be placed on the ballot for election in odd numbered years.
4. The positions of Vice President and Treasurer will be placed on the ballot in even numbered years.
5. The positions of Co-Chairman will have one Co-Chairman position placed on the ballot for election on odd numbered years and the second Co-Chairman position placed on even numbered years.
6. The election for open officer positions shall take place following the election procedures mandated by the Woodlands Township. Any officer shall be eligible for re-election. Candidates who receive a plurality of votes cast shall be elected.
7. Write-in candidates are eligible for all elected positions consistent with the electoral regulations of The Woodlands Township.
8. No Person can file for two or more Board positions within the Association if they are on the same ballot.
9. In the event that two or more candidates receive the same number of votes for an officer position, the winner will be decided by majority vote of the existing Board at a duly called meeting.

10. Any person elected to another position on the Board shall resign the previous position immediately after taking the new position.

11. Events Co-Chairman -

- a. The elected Events Co-Chairman shall be the candidates receiving the greatest number of votes for that position.
- b. The Events Co-Chairman shall be elected for two (2) year term each; alternating years for each position of co-chairman.
- c. In the event that there are several candidates who received the same maximum number of votes, the winner will be decided by majority vote of the existing Board of Directors at a duly called meeting.

12. Area Representatives -

- a. The elected Area Representatives shall be the candidates receiving the greatest number of votes for the number of positions agreed by the Board as described above.
- b. At-large representatives shall be elected for one (1) year term and take office at the Board meeting following the election.
- c. In the event that there are more candidates who received the same number of votes than there are remaining available Area Representative positions, the winner(s) will be decided by majority vote of the existing Board at a duly called meeting.

13. **Conflict of Interest** - A "conflict of interest" is defined as voting on a resolution or participating in discussion when a Board member (or immediate family member) has a financial interest in the outcome of such vote or discussion.

- a. All elected positions of the Association must be free from a conflict of interest between their duties as elected officials and activities, which generate personal benefits from their allegiance to other duties, positions, or special interest.
- b. Written notice shall be given to the accused Board member prior to the meeting in which the conflict of interest is to be discussed and voted upon by the Board.

The accused Board member shall have the opportunity to respond to the accusation at the meeting in which the vote is to take place.

14. **Write in Candidates** - Any position for Officer or Area Representatives 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.

Article X – Removal Of Members Of The Board Of Directors

1. **Resignation of members of the Board** - Any member of the Board may submit their resignation in writing to the President (or Vice President in the event the President wishes to resign). Such a resignation will take effect immediately and the first order of business at the next scheduled Board meeting will be to fill the vacancy as described below.
2. **Removal of members of the Board** - At such a time that a member of the Board determines that the best interests of the Association will be served by the removal of any other Board member, a proposal of such action can be submitted to the Board by that Board member. Reasons for such an action include, but are not limited to:
 - a. No longer fulfilling the duties of the position
 - b. Unexcused absence at three (3) consecutive regular meetings

Should such action be accepted by a two-thirds (2/3) majority of the Board members present and voting, the matter will be tabled until the next meeting to discuss the subject of the Board member's dismissal with the Board. At the next meeting, the matter will be reviewed, and discussion held, including any statement that the subject Board member may wish to make. A vote of the Board on the previous motion to remove will be taken, and if the action is sustained by two-thirds (2/3) vote of the Board members the subject Board member will be notified of being removed from the Board in writing, and the office will be declared vacant.

15. **Filling of vacant Board positions** - Any open officer or board member position shall be published on the CPVA website and social media at least 10 days before the board can vote on a replacement. The Board shall fill any vacancy created for the remaining term of office by a majority vote of the Board at the next regular Board meeting.

Article XI – Committees

1. **General** - The Association shall convene committees as required to conduct Association business.
2. **Standing Committees** - The following standing committees shall meet and report to the Board as required:
 - a. **Financial Review:** A committee consisting of any two (2) officers (excluding the Treasurer) and two (2) Area Representatives shall be charged with the responsibility of reviewing on a semi-annual basis the reports of receipts, disbursements, and fund balance, i.e. bank statements, cancelled checks and deposit slips and supporting invoices. Their report shall be presented to the Board at the first duly organized Board meeting after the completion of their review. For purposes of this paragraph, the semi-annual periods are defined as being the six- month period ending three months from the beginning of the Fiscal Year and the following six-month period ending nine months from the beginning of the Fiscal Year.
 - b. **Social:** Plans, coordinates, and presents social activities for the Association. This committee is chaired by the elected Events Co-Chairman.
 - c. **Scholarship:** Plans, promotes, raises funds for and awards scholarship.

Article XII – Structure

Standing committees will consist of at least one (1) Board member and any other Member(s) of the Association in good standing with the governing authority. Committee chairs (with the exception of the elected Events Chair) will be appointed on the majority vote of the Board. All committee members are appointed for a one-year term.

Article XIII – Ad Hoc.

Ad Hoc committees can be formed by the Board to complete any functions deemed necessary for conduct of business or activities of the Association.

Article XIV – Social Media Policy

The Association will follow the Social Media Policy as reviewed and approved by the Board.

Article XV – Amendments

These By-laws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote of the Board present at any duly organized meeting of the Board. The notice of such meeting shall state that a proposed amendment of the By-laws is to be considered at such meeting.

Article XVI – 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 of 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 of failure to act under these By-laws excepting only acts or omissions arising out of his/her wilful misfeasance.

Article XVII – Funds

1. **Finances** - The Association is not intended as a profit-making organization, nor is it founded with the expectation of making a profit.
2. **Insurance** - General Liability, Officer and Directors, and non-owned vehicle insurance, or its equivalent shall be maintained for the Board of the Creekside Park Village Association.
3. **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 XVIII – Dissolution

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

Article XIX – Binding

These By-laws shall be binding upon all members of the Association, whether or not they voted in the affirmative for their adoption.

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

Date:

SIGNED AND APPROVED ON _____, 2023

_____ **by Lisa Purtell, Secretary**

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