BY-LAWS
OF
THE VILLAGE OF COCHRAN'S CROSSING ASSOCIATION, INC.

ARTICLE ONE – GENERAL

Section 1.01. Name and Location. The name of this organization shall be the Village of Cochran's Crossing Association, Inc. (Association). The principal office of the Association shall be in the Village of Cochran's Crossing, (Village), The Woodlands, Texas. The Association may have such other offices as may from time to time be designated by its members of its Board of Directors.

Section 1.02. Fiscal Year. The fiscal year of the Association shall commence on March 1.

Section 1.03. Governing Laws. Insofar as Federal Law does not apply, the provisions of these By-laws shall be governed by and construed in accordance with the laws of the State of Texas.

ARTICLE TWO – DEFINITIONS

Section 2.01. Residents. As used in these By-laws, the word "Resident" shall when capitalized, have the meanings as set forth in Article 1 of those certain covenants, Restrictions, Easements, Charges and Liens of The Woodlands, (The Covenants) executed by The Woodlands Development Corporation on January 11, 1974, and recorded in the Deed Records in the Office of the County Clerk of Montgomery County, Texas, at Volume 841, Page 297.

Section 2.02. Duly Organized Meeting. Any annual, special or regular meeting of the Association.

ARTICLE THREE – MEMBERSHIP

Section 3.01. Members. All Residents of the Village who have attained the age of 18 years shall be members of the Association.

Section 3.02. Voting Rights. All Members shall have one (1) 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, for any meeting of Members, including but not limited to, proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of votes, registration for voting, absentee balloting, and such other matters concerning the conduct of meeting and voting.

ARTICLE FOUR – MEETINGS

Section 4.01. Annual Meeting of the Association. There shall be an annual meeting of the Association each year, for receiving reports and the transaction of other business. Such meeting shall be on the 4th 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 publication(s) of local circulation on at least two occasions within the sixty (60) days preceding the meeting.

Section 4.02. Special Meetings of The Association. Special meetings of the Association may be called at any time by the President, or, in his/her absence, by the Vice President, on the request of a majority of the Board of Directors or on the written request of not less than twenty-five (25) members of the Association. A minimum of ten days notice of any special meeting must be given to 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.

Section 4.03. Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held on the 4th Tuesday of each month unless that day is changed by the Board of Directors. Such date may be changed upon thirty (30) days notice to the members at a regular meeting. Special circumstances may require moving a single meeting date provided full ten (10) days notice is given.

Members of the Association are invited to attend the meetings of the Board of Directors and shall be provided the opportunity to present comments at the meeting. Notice of monthly meetings shall be made by posting such notice at permanent places 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.

Section 4.04. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called at any time by the President, or, in his/her absence, by the Vice President, on the request of a majority of the Board of Directors or on the

written request of not less than twenty-five (25) members of the Association. A minimum of 24 hours notice of any special meeting must be given to the Board of Directors, 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 the majority of the Board of Directors.

Section 4.05. Order of Business. The order of business at all duly organized meetings shall be established by the Board of Directors. In the absence of special rules, Roberts Rule of Order shall govern the meeting. The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

Section 4.06. Quorum. Ten (10) board members including one (1) officer present shall constitute a quorum, and in case there is less than this number present, the presiding officer may adjourn the meeting until a quorum is present.

ARTICLE FIVE – OFFICERS

Section 5.01. Appointed Officers. The appointed officers of the Association shall be the President, Vice President, Secretary and Treasurer. Other offices and officers may be established by the Board of Directors at any duly organized meeting.

All officers must be in good standing with The Woodlands Township or its successor, not be in violation of The Woodlands Covenants, and must be Members of the Association, as defined in Article Three.

Section 5.02. President. The President is the chief officer of the Association. It shall be the duty of the President to:

1. Preside at all meetings of the members and of the Board of Directors.
2. Have general charge and supervision of the business of the Association.
3. Provide a written agenda for such meetings.

Section 5.03. Vice President. It shall be the duty of the Vice President to:

1. Perform all duties of the President during the absence of the President.
2. Be the parliamentarian for all meetings, assuring by monitoring and/or intervention if necessary that all meetings are conducted and executed in accordance with the rules of order adopted by the Board of Directors.

Section 5.05. Secretary. The administration and management of the Association shall be vested in the Secretary. It shall be the duty of the Secretary to:

1. Give notice of all meetings of the Association and of all committees and to make provision for the keeping of a record of proceedings.

2. Conduct correspondence and to carry into execution all orders, votes and resolutions not otherwise committed.

3. Carry into execution the election/appointment of Officers as set forth in Section7.02 of the By-Laws.

Section 5.06. Treasurer. It shall be the duty of the Treasurer to:

1. Keep an account of all moneys received and expended for use of the Association, and make disbursements authorized by the Board of Directors.

2. Maintain Association funds in depositories approved by the Board of Directors, with funds drawn on signatures of the President, Vice President, Secretary, or Treasurer in accordance with directives for the Board of Directors.

3. Provide a report of receipts, and on assets and liabilities of the Association, at all duly organized meetings.

4. Prepare an annual report of receipts, disbursements and final balance for the incoming Board of Directors.

5. Assist the President in the preparation of all necessary filings with any regulatory agencies.

Section 5.07. Financial Review Committee. A committee consisting of the Treasurer, any one (1) officer 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 of Directors at the first duly organized Board meeting after the completion of their review. The semi-annual periods to

be reviewed are defined as being the six months ending August 31 and the last day of February.

Section 5.08. General Duties. All officers' duties include assisting in the activities of the Association, communicating to the Association such matters as may in the Board of Directors' opinion 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.

Section 5.09. Removal of Officer(s). Any officer of the Association may be proposed for removal at any duly organized meeting by 2/3 vote of the Board of Directors, whenever, in their judgment, the best interest of the Association will be served. Such proposal shall be voted on at the next duly organized meeting of the Association, and removal shall take effect only upon a 2/3 vote of the members present at such meeting. Any officer failing qualification, (as defined in Article Six, Section 6.01) or tendering resignation is automatically removed.

ARTICLE SIX – BOARD OF DIRECTORS

Section 6.01. Membership. The association shall have a Board of Directors composed of the following:

All duly elected Area Representative as defined in Article Seven, Section 03. Members of the Board of Directors must not be in violation of The Woodlands Covenants, must be Members of the Association as defined in Article Three, and must be in good standing with The Woodlands Township or its successor. Members of the Board of Directors shall serve for such term and have such powers as are specified herein**.**

Section 6.02. 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 Associations' 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 SEVEN – ELECTIONS; SELECTION OF OFFICERS

Section 7.01. Election of Area Representatives. The election of Area Representatives shall take place annually on the date specified by The Woodlands Township Board, or its successor, or such other date as the Board of Directors may establish from time to time, providing a minimal written notice of ninety (90) days is given. Notice shall be in publication(s) of local circulation on at least two separate

occasions at least thirty (30) days prior to the election date. Voting shall be by secret ballot. Any Area Representative shall be eligible for re-election. Candidates who receive a plurality of votes cast shall be elected.

The applicable rules of the election shall be those currently in use by The Woodlands Township board, or its successor.

Section 7.02. Election/ Appointment of Officers. No election of officers shall be held during the General Community Elections. All elected positions shall be Area Representatives. At its first meeting the newly elected Board of Directors (all Area Representatives) shall initiate action to select a President, Vice-President, Secretary and Treasurer from among the elected Area Representatives who shall serve in such positions for the coming year. The highest ranking Officer returning to the Board each year shall preside over the meeting. In the event no Officers return the longest serving Area Representative shall preside. The following procedure shall be used.

1. Each Area Representative shall have the right to propose nominations for the offices of President, Vice President, Secretary and Treasurer. Nominations shall be limited to a single person for each office. Self-nominations shall be allowed.
2. Nominations shall be submitted to the currently serving secretary within a two-week time frame commencing with the initial meeting. If the currently serving secretary is not available to conduct the nomination and election process a volunteer from among the Area Representatives shall be selected. Said volunteer shall carry out the duties of the secretary as described herein.
3. Having received all nominations within the designated time frame, it shall be the duty of the secretary to inform each nominee via email of their selection. Nominations received beyond the time frame shall be considered null and void.
4. Nominees shall have the right of withdrawal. Having completed the notification process the secretary shall prepare a ballot for each office to include all nominees proposed for the office who have been duly notified and have agreed to execute the duties of said office if elected.
5. Ballots shall be distributed to all board members at the second regularly scheduled meeting of the newly elected board (usually but not necessarily the March meeting). Only board members in attendance shall have the right to vote. There shall be no absentee voting.
6. Voting for each office shall be by secret ballot and in sequential order for the office of President, Vice President, Secretary and Treasurer. The nominee receiving the highest total of votes is to be declared the winner. Said person shall then become ineligible for election to any additional office and his/her name shall be removed from the remaining ballots. In the case of ties the nominees sharing the highest vote total shall be subject to an immediate runoff vote which shall also be conducted by secret ballot. Judging shall be done by an independent party not to include CCVA board members. The Village Liaison would qualify as such a party.
7. The newly elected Officers shall assume their duties immediately.

Section 7.03. Area Representatives. Area Representatives shall be at large positions representing Cochran's Crossing Village as a single district and elected for a one (1) year term. The number of Area Representatives for each election shall be 18, or such greater number as is necessary in the event of a tie vote.

Section 7.04. Vacancies. Vacancies in any Officer and/or Area Representative position shall be filled by a majority vote of the Board of Directors at a duly called meeting of said Board of Directors. Any Officer or Area Representative so appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the Officer or Area Representative he/she succeeds.

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

ARTICLE NINE – 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 under these By-Laws excepting only acts or omissions arising out of his/her willful misfeasance.

ARTICLE TEN – FUNDS

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.

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.

ARTICLE ELEVEN – DISSOLUTION

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

CERTIFICATE OF ADOPTION OF AMENDED BY-LAWS

The undersigned hereby certifies that:

1. He/She is the duly elected and acting secretary of the Village of Cochran's Crossing Association, Inc.

2. The foregoing By-Laws, comprising eight (8) pages, constitute the revised By-Laws of the Association as fully adopted at a meeting of the members, duly held on November 22, 2011.

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

William A. Mara
Secretary