

Bylaws of Sterling Ridge Village Association, Inc.

ARTICLE 1 NAME AND PURPOSE

The name of this organization shall be the Sterling Ridge Village Association, Inc. (The "Association") The Association shall represent residents of the Village of Sterling Ridge (the "Village") in dealings with various local, county, state, and federal governing bodies, businesses, and community associations to further the Association's objectives:

- To serve in the interests and welfare of its members
- To enhance the recreation and quality of life within the Village
- To promote unity and fellowship among residents
- To foster opportunities for residents to engage in activities related to these purposes

Additionally, the Association intends to create awareness of issues impacting the Village and its residents and to assist Members to resolve complaints involving the Village and appropriate governing authorities.

ARTICLE 2 PRINCIPAL OFFICE

The principal office of the Association shall be in The Woodlands, Montgomery County, Texas. The Association may utilize additional office space as designated by its Board of Directors.

ARTICLE 3 DEFINITION OF RESIDENT

As used in these by-laws, the word "Resident," when capitalized shall refer to a person whose principal place of residence is within the Village of Sterling Ridge as defined in The Sterling Ridge plat or other recorded documents.

ARTICLE 4 MEMBERSHIP

Membership

All Residents who have attained the age of 18 years shall be Members of the Association.

Annual Meeting:

There shall be an annual meeting of the Association every year, for receiving reports, the Introduction of New Officers, 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 held on the date of the next regular meeting of the Association immediately following the Election. Meetings shall be open to all members. Notice of such meetings shall be issued by publication in a newspaper having general circulation in The Woodlands, or by posting notices in public places throughout the village, at least three (3) and no more than thirty (30) days prior to such meeting.

Regular Meetings:

Regular meetings of the members shall be held each month at a date and time as designated by the Board of Directors. Notice of regular meetings shall be made by posting such notice throughout the Village or in such other manner as may reasonably be determined by the Board of

Directors (Board) to give the members actual notice of the meeting.

Special Meetings:

Special meetings of the Association must be called at any time by the President, and must be called by the Vice-President if the president is absent, 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. Seven (7) days notice of any special meeting must be given to the members of the Association in a manner deemed appropriate to the Board of Directors to ensure reasonable dissemination related to time location and specific purpose of the meeting.

Quorum:

A simple majority of the Board of Directors including at least two (2) officers present shall constitute a quorum. In case of insufficient attendance, the presiding officer may adjourn the meeting until a quorum is present.

Rules of Conduct:

Notwithstanding the fact that Association 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 rule of conduct for members, including the Board of Directors, in attendance at any and all meetings shall be enforced by the Boards of Directors, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the Association's meetings.

ARTICLE 5 BOARD OF DIRECTORS

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 pursue 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 sub-committees or agents to work on specific issues or reports.

The Board of Directors is comprised of:

- The Village Representatives of the Sterling Ridge Village Association, and their elected Officers; The President, Vice President, Secretary, Events Chair, and Treasurer of the Association.
Any elected Director of The Woodlands Association (TWA) who resides in the Village as
- a non-voting, advisory member.

ARTICLE 6 VILLAGE REPRESENTATIVES

The primary role of a Village Representative is to solicit, communicate and represent the expressed desires of the Association's membership. Representatives shall be at-large positions representing the Village of Sterling Ridge. The number of Representatives may be increased based upon the population count of the Village on September 30th preceding each year's election. Representative positions may be assigned to represent specific subdivisions or areas

within the Village. Representatives shall serve as members of the Board of Directors and must live in the Village.

The number of Village Representatives elected in the year 2009 shall be seven, thus adding to those elected in the year 2008, the total Representatives shall be fifteen (15). For each subsequent year, the number of Area Representatives will increase by one (1) until the maximum of sixteen (16) positions are attained. The Board of Directors may annually increase the number of Representatives as the Village Membership changes, but not to exceed eighteen (18).

Removal:

Any Area Representative may be proposed for removal by two-thirds vote of the members 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.

**ARTICLE 7
OFFICERS**

Officers of the Board of Directors shall be the President, Vice President, Secretary, Treasurer, and Events Chair. Other offices and officer positions may be established and elected by the Board of Directors at any duly organized meeting. All officers must be in good standing with The Woodlands Association, must be members of the Association, as defined in Article 4, and must be residents and residential property owners within the Village of Sterling Ridge.

Officer Roles, Responsibilities, and Expectations

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 shall perform such other duties as are necessarily incident to the office.

Vice President:

The vice president shall perform all duties of the president during the absence of the president and shall be the parliamentarian if no other Board Member is appointed. The parliamentarian makes final rulings.

Secretary:

As primary administrator for the Association, it shall be the duty of the secretary to:

- Give notice of all Association meetings and to make provisions for maintaining a record of proceedings.
- Conduct correspondence on behalf of the Association and carry into execution all orders, votes and resolutions not otherwise committed.

Treasurer:

As manager of the Association's finances, it shall be the duty of the treasurer:

- To keep an account of all moneys received and expended for use of the Association, and make payments authorized by the Board of Directors.

- To deposit all sums received in the bank or banks 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.
- To prepare a monthly and annual report of the transactions and conditions of the Association.

Events Chair:

As primary coordinator for Association events and functions, it is the Events Chair's duty to:

- Serve in the principal management capacity for all social events established and conducted by the Association.
- Assist the Treasurer in establishing and maintaining specific accounts pertaining to Association social event expenses and revenues.
- Assist the Secretary in conducting correspondence and public notice relating to Association social events.

Removal:

Any officer of the Association may be proposed for removal by two-thirds vote of the members 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 members voting.

ARTICLE 8 ELECTIONS

The Association elections shall take place annually on the date specified by TWA or such other date as the Board of Directors may establish from time to time, providing a minimal written notice of ninety (90) days on at least two separate occasions thirty (30) days prior to the election date. Voting shall be by secret ballot. Any member of the Board of Directors shall be eligible for re-election. Candidates who receive a plurality of votes cast shall be elected. In case of a tie, the winner will be decided by majority vote of the existing Board of Directors at a duly called meeting.

Village Representatives will be elected for a term of two (2) years with one half standing for election in even number years for a position designated as "A" position and one-half standing for election on odd numbered years designated as "B" positions.

The President, Vice President, Secretary, Treasurer, and Event Chair shall be elected immediately following the Membership's Annual Meeting by the Board of Directors for one (1) year terms. A vacancy in any office may be filled for the balance of the term by appointment of the Board at its discretion, but the same person may not hold more than one office. All qualified Officers are eligible for reelection.

Vacancies in any Board of Directors position may be filled by a majority vote of the Board of Directors at a duly called meeting. Any person so elected to fill a vacancy, shall hold office for a term equal to the remaining term of the position currently vacant.

Voting Rights:

Each member in good standing with The Woodlands Association shall have one (1) vote. Members in violation of TWA Covenants, as determined by the TWA and the Sterling Ridge Residential Design Review Committee shall not be entitled to vote while the violation remains unresolved.

**ARTICLE 9
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 willful misfeasance.

**ARTICLE 10
FINANCES**

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.

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 11
AMENDMENTS**

By-Laws may be amended or repealed with a two-thirds vote of the Board of Directors at any duly organized meeting. Notice of the proposed change(s) shall be given prior to voting on the adoption.

**ARTICLE 12
DISSOLUTION**

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

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

March 9

Date: ~~Month~~ Day, 2009


Secretary - Sterling Ridge Village Association

ATTESTED TO BY THE FOLLOWING OFFICERS OF THE ASSOCIATION


President - Sterling Ridge Village Association


Vice President - Sterling Ridge Village Association