

THE WOODLANDS NE HOMEOWNERS ASSOCIATION

BYLAWS

Amended January 2024 Articles I-X

Since 1980 the Woodlands NE Homeowners Association has been a voluntary organization of homeowners, working together to provide services that

- provide opportunities for residents to know one another, fostering a sense of community and safety
- make information and resources easily available to meet homeowner needs
- ensure common areas such as entrances and islands are maintained
- encourage government officials to take action that will protect and enhance property values
- collaborate with strategic partners such as the Woodlands Country Club, Spring Valley High School, and other nearby neighborhood associations

By providing these services, we hope to enrich quality of life and make the Woodlands NE a desirable place to live.

ARTICLE I. MEMBERSHIP

- Section 1. As all home property values benefit from the Woodlands NE Homeowners Association (WHOA) activities, all homeowners of THE WOODLANDS are expected to pay dues, communicate with the WHOA as requested, and support the WHOA activities.
- Section 2. Application for membership shall be made by paying annual dues with an indication of the address and contact information, which corresponds with the payment.
- Section 3. Membership is considered as the household, not individual family members.
- Section 4. Any member may withdraw from membership by notification of withdrawal to the Communications Officer of the WHOA or by selling his/her/their residence in THE WOODLANDS. No refund of dues will be made.
- Section 5. Request for annual renewal of membership shall be communicated by the Executive Committee at a time deemed appropriate by the Executive Committee. Failure to pay annual dues within thirty (30) days of the request for annual renewal of membership shall automatically act as a suspension of membership from the WHOA. In such a situation,

membership will be re-established as soon as the dues are paid. The Executive Committee may or may not send a reminder message to delinquent homeowners, though such a reminder message is not obligatory. In the case that a reminder message is communicated, the suspension term will not be extended beyond the 30 days from the original request for annual renewal of membership.

ARTICLE II.

OFFICERS

Section 1.

The officers of the WHOA shall be a President, Vice-President, Treasurer, and Communications Officer.

- A. These officers shall be elected by the members annually at the Annual Meeting in the last quarter of the calendar year.
- B. Officers shall assume their official duties January 1 and shall serve for a term of one (1) year and/or until their successors are elected. Ideally, there would be a new officer every year joining the other existing officers. And, that new officer would ideally be willing to serve as an officer for multiple years and to cycle through multiple officer roles during his/her tenure. This cycling of officers and fluidity of roles helps prevent burnout and promotes teamwork among the officers.

Section 2.

The Executive Committee is expected to take steps to ensure that willing candidates have been identified for the officer roles for the upcoming calendar year and helping transition the winners of the election to their new roles. If desired, the Executive Committee may choose to delegate the responsibility for identifying candidates to a willing WHOA Member or team of WHOA Members in the form of a Special Nominating Committee. In addition to candidates identified by the Executive Committee or by others whom the Executive Committee has delegated the responsibility, candidates may also be identified by any Member via a floor nomination at the time of the election.

Section 3.

In the event that a vacancy should occur in one of the offices of the Executive Committee, the remaining members of the Executive Committee will determine the appropriate procedure to fill the vacancy or may decide to divide the duties of the vacated office for the remainder of the elected term. If such a vacancy is in the office of the President or Treasurer, the remaining members of the Executive Committee will name one of themselves Acting President or Acting Treasurer for the remainder of the term.

Section 4.

Any officer may be removed from their position prior to the expiration of the elected term by a majority vote of the Executive Committee and a

majority vote of voting members present at any general meeting; or by a majority vote of the voting members present at any general meeting.

Section 5.

The President

- Acts as the face of the organization for strategic partnerships (eg Woodlands Country Club, grant providing organizations, elected officials)
- Determines calendar of meetings of the general WHOA Members. In preparation for those meetings, generates agendas. During meetings, presides over and facilitate all discussions
- Approves disbursement of funds by the Treasurer, including reviewing and approving reimbursement requests and/or pre-approving purchases by the Treasurer.
- Recruits/chooses Committee Chairpersons of Standing and Special Committees and presents those candidate chairpersons to Executive Committee members to approve those choices; Similarly, removes committee chairpersons, with Exec Committee support, if needed
- Facilitates Committee Chairpersons and Executive Committee Members setting annual goals to achieve strategic needs of the neighborhood. Clarifies cross-committee integration and cooperation opportunities that can avoid duplication and raise effectiveness. Ensures that the budget requests from the chairpersons reinforce the annual goals/mission.
- Ensures that an independent review of WHOA financial records is completed at the end of each calendar year and that the results of the review are publicized to the WHOA
- Assists other WHOA officers or committees, as needed and as time allows.

Note: If Executive Committee votes on an issue and there is a tie, the President's vote breaks the tie.

Section 6.

The Treasurer

- Leads the dues collection and deposit process. Ensures that dues requests are made in the 4th quarter for the next year, if possible, and no later than January. Sends reminders via email/post after 30 days, if needed, so that dues collection can meet its goals prior to the bulk of expenditures occurring between March-October. Keeps an updated spreadsheet of who has paid dues for the year. Makes needed deposits of checks at the WHOA's bank. Updates the homeowner directory of email addresses and phone numbers, if these details are provided with dues payments.
- Maintains historical records of members by address. Shares any noteworthy changes with the Executive Committee to determine whether additional communications are appropriate.

- Leads the association in identification of non-dues sources of income, such as country club cost share of island maintenance, grant organizations for various activities, etc.
- Issues reimbursements and payments, according to the approved annual budget, after receiving approval from President (or VP if President is unavailable at the time needed). This includes writing WHOA checks and use of WHOA debit card. Note: traditionally, most payments occur between mid-March and mid-October.
- Leads the budget creation and approval process for the following calendar year in the 4th quarter. If available, provides historical expenditure and budget information to Committee Chairpersons and Executive Committee members. Once draft budgets are received, works with the Executive Committee members and Chairpersons to ensure that the budget requests reinforce the annual goals/mission for each committee and integrate to an overall balanced budget in comparison to the anticipated income from the dues/grants/etc.
- Creates and presents a written summary report summary of income and expenditures vs approved budget, as well as banking balances for current year to the members at regular meetings.
- Presents proposed budget, including income and expenditures, for the next year at 4th quarter Member Meeting (or as soon as possible after that meeting). If an adjustment to dues is needed for the forthcoming year, presents the reasons why and recommends the new level. Works with Communication Officer to distribute the presentation materials at least 5 days prior to the meeting.
- Cooperates with the annual independent financial review by providing a full accounting of all expenditures and income, a reconciliation of each monthly bank statement, all bank statements, and any other information the reviewer requests. Ideally, this review occurs in January/February, when all actual expenses and income for the year have been recorded from the bank statements by mid-January. While the annual independent financial review is occurring and during any transition of one outgoing treasurer to a new incoming treasurer, then disbursements of funds shall be frozen until those activities are completed.
- Assists other WHOA officers or committees, as needed and as time allows.

Section 7.

The Communications Officer

- Ensures WHOA has names, email addresses, and phone numbers for all homeowners in the homeowner directory. This includes working with the New Homeowner Welcoming Committee and the Treasurer, who often know of updates to this data. For any informational gaps, attempts to gain this information from homeowners to facilitate dues collection by the Treasurer and sharing of WHOA news / events.

- Moderates the Facebook Group to approve members and to make sure stated rules are followed. Also keeps the names associated with each address current in the directory on the Facebook group
- Maintains the accuracy of the email distribution lists so that email communications from the WHOA are optimized and no homeowner, who has shared his/her email address, is accidentally omitted.
- Ensures any email or Facebook correspondence to the Executive team with the Communication Officer included is responded to in a timely manner.
- Maintains the accuracy and availability of all relevant information on the WHOA website.
- Acts as the custodian/librarian for all official WHOA records, including maintenance and cataloging of electronic and paper copies (past and present) of all WHOA-related documentation.
- Ensures meeting logistics and agendas are publicized prior to each meeting, including neighborhood meeting signs are posted several days prior, for any meetings of general membership.
- Generates/publicizes on WHOA website the minutes after meetings of the general members. If needed, researches any facts about discussions/decisions from those historical meetings.
- Communicates/promotes accomplishments, news, concerns to the community through the established communications channels (website, Facebook group, emails, hard copy mailings, etc).
- Assists other WHOA officers or committees, as needed and as time allows.

Section 8.

The Vice President

- Provides primary tactical support so that the WHOA has operational success. As “helper-in-chief”, assists President, Treasurer, Communications Officer, and Chairpersons, as necessary, to get the needed work done. The VP tag-teams the tasks of the other roles so that no one is overloaded at any one time.
- Fills vacancy of a committee chair or an executive team member until a permanent replacement is found.

Note: If the President is unavailable at the time needed, the VP can approve disbursement of funds by the Treasurer, including reviewing and approving reimbursement requests and/or pre-approving purchases by the Treasurer.

ARTICLE III.

EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall consist of the officers of the WHOA

Section 2.

The duties of the Executive Committee shall be:

- A. To transact necessary business in the intervals between meetings of the Association Membership and such other business as may be referred to by the WHOA.
- B. To approve the work of the Standing and Special Committees.
- C. To present a report at the regular meetings of the Association Membership.
- D. To prepare and submit to the Membership for approval in advance, the budget for the next fiscal year.
- E. To report to the Association Membership all actions of the Executive Committee at the next meeting succeeding such action, which shall be subject to revision and alteration by the Membership.

Section 3. Meetings of the Executive Committee shall be held at such time and place as may be decided upon by the Executive Committee and at such other times as may be necessary. The majority shall constitute a quorum. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the Executive Committee. A majority of the Executive Committee is required to take executive action.

Section 4. The Executive Committee may develop its own rules and/or procedures and shall conduct business as provided by such rules.

ARTICLE IV. COMMITTEES

Section 1. Standing and Special Committees shall be created by the Executive Committee as may be required to promote the objectives and interests of the Association. The Chairpersons of the Committees shall be recruited by the WHOA President and shall be confirmed by the Executive Committee.

Section 2. The term of office of the Standing Committees shall be for the remainder of the current calendar year or until their successors have been selected by the President and confirmed by the Executive Committee. The term of a Special Committee shall expire upon completion of their specified task.

Section 3. The Chairpersons of Standing and Special Committees

- Work with President (and Vice President) to set annual goals to achieve strategic needs of the neighborhood. Seek to understand cross-committee integration and cooperation opportunities that can avoid duplication and raise effectiveness.
- Make budget requests that reinforce the committee's annual goals/mission. Note: the budget creation/refinement process usually occurs in September/October but must be completed during the 4th quarter for the upcoming year. No expenditures shall be incurred without the approval of the Executive Committee of the work and the budget.

- Share news on progress against annual committee goals with the President (and VP, Communications Officer) throughout the year
- Recruit/choose Committee members Similarly, remove committee members, if needed
- Preside over and facilitate all discussions during any needed committee meetings. If agendas are needed, create/distribute them appropriately.
- Give brief oral reports about committee efforts/accomplishments at the WHOA general member meetings
- Work with the Communications Officer, as needed, to publicize any news/events/concerns via WHOA communication channels. Normally, all WHOA organization-wide or neighborhood-wide communications, as well as communications about or with partner organizations (e.g. club, grant-giving organizations, government organizations) are drafted by the Committee Chair (or delegate) and then reviewed and distributed by the Communications Officer. Committee-specific communications normally do not need to be reviewed or distributed by the Communications Officer.
- Ensure that all budgeted purchases are made, prior to mid-October, if possible. Keep all receipts and submit reimbursement expenses to the Treasurer on a timely basis.
- If needed, write grants to support funding of the committee's activities.

Note: If committee chairpersons need help that goes beyond what committee members are willing/able to provide, the chairperson should contact the Executive Committee members to provide the support needed.

ARTICLE V.

MEETINGS

Section 1.

Meetings of the Association Members to vote and hear status of activities should be held, as decided by the Executive Committee. At least one meeting, i.e. the Annual Meeting, shall be held per year. Notice of the time and place of such meetings shall be given in advance to the Membership preceding the time of such meeting. The President shall preside over these meetings, or shall delegate that responsibility, if needed.

Section 2.

The Annual Meeting of the Association Members shall be held each year during the last quarter of the calendar year, and ideally in late October/early November. Advance notice of the time and place of the Annual Meeting is provided to the Membership. The President shall preside over this meeting, or shall delegate that responsibility, if needed.

Section 3.

Special meetings of the Association members may be called by the Executive Committee, provided advance notice of the time and place of

such meetings is provided to the Membership. The President shall preside over these meetings, or shall delegate that responsibility, if needed.

Section 4. The privilege of holding office, introducing motions, debating, and voting at any meeting of the Association Members shall be limited to the following:

A. Those persons representing family units enumerated in Article I Section 2 of these bylaws.

B. The presiding officer may choose to recognize non-members for the purpose of debating only.

Section 5. Any unit or family who owns a residence in THE WOODLANDS shall be entitled to one vote per household at any regular, annual, or special meeting of the Association members, provided that annual dues have been paid for that household.

Section 6. Committee Meetings should be held as decided by the Committee Chairperson. Notice of the time and place of such meetings shall be given in advance to the Committee members preceding the time of such meeting. The Committee Chairperson shall preside over these meetings, or shall delegate that responsibility, if needed

Section 7. The presiding officer at a meeting will determine appropriate meeting procedures to move the agenda forward.

ARTICLE VI. ELECTIONS

Section 1. Elections of officers shall be held at the Annual Meeting of Association Members.

Section 2. The Annual Meeting of Association Members is scheduled in the last quarter of the calendar year.

Section 3. Nominations shall be received and recognized from any member who has paid annual dues.

Section 4. Any and all elections shall be made via secret ballot. If there is no contested office, a show of hands will suffice.

Section 5. The Executive Committee shall appoint a Teller to count the ballots and communicate the results. The Teller cannot be a candidate for any of the positions. If desired at the election, any other Member can request to examine/recount the ballots in the presence of the Teller.

Section 6. Fifty percent plus one of those voting shall be required for election of any officer. If more than two candidates are nominated and none receive the fifty percent plus one vote, then a runoff shall be held between the two nominees receiving the highest votes.

ARTICLE VII. DUES AND FINANCES

- Section 1. The annual dues covering membership in the Association shall be per year per household covering the period from January 1 through December 31.
- Section 2. The amount of the annual dues will be established and communicated each year by the Executive Committee, based on analysis of historical budget / expenditure data, knowledge about upcoming priorities / anticipated expenses for the next year, and historical data about the number of households that have paid dues. If the amount of annual dues will be changing from the previous year, the Executive Committee will communicate the reasons to Members.
- Section 3. The Association has the authority to raise funds by other methods, as deemed necessary and appropriate by the by the Executive Committee.
- Section 4. The Executive Committee shall determine what procedures to follow in the event the Association dissolves or goes into suspension, which procedures shall include, but not be limited to, insuring that:
- A. All bills and/or obligations relating to the Association's activities are paid or resolved.
 - B. Funding (from available funds, if any) for any future projects and/or activities deemed desirable by the Executive Committee, is established.
 - C. Any remaining funds are distributed to a non-profit organization that benefits the community.

ARTICLE VIII. AMENDMENTS

- Section 1. The following procedures shall govern the amendment of bylaws: There will be a prior notification by newsletter, electronically, or by written notice at least five (5) calendar days before amendment changes receive a vote. These Bylaws may be amended at any meeting of the Association members by a majority vote of the members present and voting.

ARTICLE IX. DEFINITIONS

- Section 1.
- A. WHOA: Woodlands NE Homeowners Association, an organization of THE WOODLANDS homeowners having a common purpose and formal structure
 - B. Fiscal Year: January 1 - December 31.