

BY-LAWS OF
PHARR SOUTH
PROPERTY
OWNERS
ASSOCIATION

March 1

2013

Contents

| | |
|--|----|
| NAME AND LOCATION | 2 |
| DEFINITIONS | 2 |
| MEETING OF MEMBERS | 3 |
| BOARD OF DIRECTORS: METHOD OF SELECTION AND TERM OF OFFICE | 4 |
| NOMINATION AND ELECTION OF DIRECTORS | 6 |
| MEETINGS OF DIRECTORS | 7 |
| POWER AND DUTIES OF THE BOARD OF DIRECTORS | 7 |
| OFFICERS AND THEIR DUTIES | 9 |
| COMMITTEES | 11 |
| BOOKS AND RECORDS | 11 |
| ASSESSMENTS | 11 |
| AMENDMENTS | 12 |
| MISCELLANEOUS | 12 |

BY-LAWS
OF
PHARR SOUTH PROPERTY OWNERS
ASSOCIATION

ARTICLE I

NAME AND LOCATION

The name of the corporation is PHARR SOUTH PROPERTY OWNERS ASSOCIATION, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 1402 S. Cage Boulevard, Pharr, Texas, 78577, but meetings of members and Directors may be held at such place within Hidalgo County in the State of Texas as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

- Section 1. **“ASSOCIATION”** shall mean and refer to the Pharr South Property Owners Association, a Texas Non-Profit Corporation, doing business as Property Owners of Pharr South (POPS), responsible for managing the affairs of the Subdivision.
- Section 2. **“OWNER”** *means a person who holds record title to property in the Pharr South subdivision and includes the personal representative of a person who holds record title to that property.*
- Section 3. **“PROPERTIES”** shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions covering the Pharr South Subdivision, Hidalgo County, Texas, and such additions to such declaration as may hereafter be brought within the jurisdictions of the Association.
- Section 4. **“COMMON AREA”** shall mean all real property and improvements thereon owned by the Association for the common use and enjoyment of the owners.
- Section 5. **“LOT”** shall mean and refer to any numbered lot or plot of land shown in any recorded subdivision Map or Plat of the Properties with the exception of the common area.

Pharr South Property Owners – By-Laws

- Section 6. **“MOBILE HOME or MANUFACTURED HOME”** shall mean a movable dwelling unit designed and constructed (not constructed on site) for permanent occupancy by a single family which contains permanent eating, cooking, sleeping and sanitary facilities, which is designed to be moved by axles and wheels forming a part of such unit (which axles and wheels may, however, be removed while the unit is at rest) and which units are manufactured with complete plumbing and electrical systems ready for hook up. MOBILE HOME or MANUFACTURED HOME shall not be deemed to include a travel trailer, motor home, 5th wheel, camper, or any kind of recreational vehicle or “homemade” dwelling.
- Section 6A. **“RECREATIONAL VEHICLE”** or “RV” shall mean Motor Homes, 5th wheel, any travel trailers pulled by a tow vehicle, pick-ups with slide-in living quarters, vans with living facilities and fold down or slide-out units.
- Section 6B. **“PARK MODEL”** is a housing unit under 400 square feet designed and constructed for permanent occupancy by a single family.
- Section 7. **“DECLARATION”** means an instrument filed in the real property records of a county that includes restrictive covenants governing a residential subdivision.
- Section 8. **“MEMBER”** shall mean and refer to those persons entitled to membership as provided in the Declaration.
- Section 9. “VOTING MEMBER” means an individual who represents one vote for a lot. Each lot shall have one vote only.*
- Section 10. “ASSESSMENT” means a regular assessment, special assessment, or other amount a property owner is required to pay a property owners’ association under the dedicatory instrument or by law.*

ARTICLE III

MEETING OF MEMBERS

- Section 1. Annual Meeting
- A regular annual meeting of members of the Association shall be held on the second Saturday of January of each year, at the hour of 10:00 o’clock A.M.
- Section 2. Special Meetings
- Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request by one-tenth (1/10) of all members who are entitled to vote.

Pharr South Property Owners – By-Laws

Section 3. Notice of Meetings

Written notice of each annual or special meeting of the members, stating the date, location, time and purpose, shall be given by, or at the direction of the secretary or person authorized to call the meeting at least 10 but not more than 60 days before such meeting, will be mailed to each member entitled to vote.

Section 4. Quorum

The presence of 180 lot owners at the meeting of members entitled to cast, or of proxies entitled to cast, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to delay the meeting without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies

At all meetings of members, each voting member may vote in person, by proxy, by absentee vote or in accordance with Chapter 209 of the Texas Residential Property Owners Protection Act, of the Texas Property Code. All proxies shall be revocable. All proxies automatically cease upon conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS: METHOD OF SELECTION AND TERM OF OFFICE

Section 1. Number of Directors

The affairs of this Association shall be managed by a Board of nine (9) Directors, who must be members of the Association. The number of Directors may be changed by an amendment of the By-Laws of the Association.

Section 2. Selection and Term of Office

Three (3) Directors will be elected every year for a term of three years with the entire membership acting as the election body. The vacancies will be those of Directors whose previous three year term is expiring. *Any members, who are qualified, may serve on the Board of Directors pursuant to Chapter 209 of the Texas Residential Property Owners Protection Act, of the Texas Property Code.*

Pharr South Property Owners – By-Laws

The Association will be partitioned into five (5) districts as outlined below:

District 1 shall include: Lots 1-20, 37-61, 78-109. (77 lots)

District 2 shall include: Lots 21-36, 62-77, 110-121, 145-150, 173-177, 210-218, 240-243, 258-262, 323-326. (77 lots)

District 3 shall include: Lots 122-144, 151-172, 272-281, 327-339, 358-361, 379-382. (76 lots)

District 4 shall include: Lots 282-322, 340-357, 362-378. (77 lots)

District 5 shall include: Lots 178-209, 219-239, 244-257, 263-271. (76 lots)

Each of the five Districts will be represented by one of the nine Directors. The Board of Directors will determine among themselves and with input from District members, when requested by such members or when deemed appropriate or desirable by the Board of Directors, as to which Director will be assigned as the designated District Representative. It is desirable that the appointed District Director assume the post for the duration of his/her term, but such assignment is not mandatory. The tasks involved in serving as a District Director will be in addition to other duties assumed, appointed or elected as a member of the Board of Directors.

In the event the Nominating Committee is unable to designate a candidate for a vacancy to be elected by the membership at the Annual Meeting or there are no nominations from the floor for the vacancy, the post will be declared vacant and may or may not be filled by an appointment by the Board of Directors after the Annual Meeting. The number of remaining years of that specific office will be filled by nomination and election or by the appointment process.

Section 3. Removal

Any Director, may be removed from the Board, with or without cause, by a majority of the members of the Association. In the event of disability, death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the remainder of the term of the director he/she replaces.

Section 4. Compensation

No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

Section 5 Action Taken Without a Meeting

The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the approval of a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. All Directors shall be notified in person or by phone of the proposed action to be taken. A letter must be mailed to those Directors not reached. All Directors shall be notified of any action taken within seven days of the approved or disapproved action.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination

- (a) Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two members of the Association from each of the five Districts. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting to serve until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nominating Committee shall make as many nominations for the election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.
- (b) An announcement of the candidates selected by the Nominating Committee will be made at an informal meeting of the membership on the first Saturday of December of each year. The announcement will be made by the Chairman of the Nominating Committee. The Chairman will accept nominations from the floor on that date, provided the nominee has agreed to become a candidate for the vacancy on the Board of Directors. No further nominations will be accepted after this announcement date. The names of all nominees will be placed on the ballot for election at the Annual Meeting.

Section 2. Election

- (a) The election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. *Ballots in an Association wide election, written and signed ballots are not required for uncontested races.* Cumulative voting is not permitted.

- (b) The first order of business at the Annual Meeting shall be the execution of proxy voting. General voting shall follow.
- (c) A 10 vote or less difference in votes for the final Board position will result in an automatic recount. No results would be announced until the recount is completed.

In the event of a tie between candidates for the final position on the Board, the position will be awarded on the basis of a coin toss.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held, without notice, at such place and hour as may be fixed by resolution of the Board.

Section 2. Special Meetings

Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any five Directors.

Section 3. Quorum

A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present shall be regarded as an act of the Board. Such acts will be recorded and posted for members of the Association.

ARTICLE VII

POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Power

The Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of members and their guests thereon, and to establish penalties for the infraction thereof;

Pharr South Property Owners – By-Laws

- (b) Suspend the right to use the recreational facilities by the member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) Impose fines as established in the Rules and Regulations;
- (d) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- (e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties

It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members of the annual meeting of the members, or at any special meeting which such statement is requested in writing by one-tenth (1/10) of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (1) Fix the amount of annual assessment against the lots at least thirty (30) days in advance of each annual assessment period;
 - (2) Provide written notice of each assessment to every owner subject thereto to at least thirty (30) days in advance of each annual meeting; and
 - (3) At its discretion, the Association may seek a lien and/or judgment against the property or foreclose on the property for which assessments are not paid within thirty (30) days after due in accordance with Chapter 209 of the Texas Residential Property Owners Protection Act.
- (d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

Pharr South Property Owners – By-Laws

- (g) Cause the Common Area to be maintained;
- (h) Maintain with the Internal Revenue Service the tax exempt status of the Association.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration Officers

The officers of the Association shall be a President and Vice-President, who shall at all times be members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board may deem necessary.

Section 2. Election of Officers

The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term

The officers of this Association shall be elected annually by the Board and each shall hold office for *a term of one (1) year* unless he/she resign, or shall be removed, or otherwise be disqualified to serve. A Director can succeed him/herself as President of the Association for a second term.

Section 4. Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 5. Resignation and Removal

Any officer may be removed from office without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

A vacancy in any office may be filled with appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Pharr South Property Owners – By-Laws

Section 7. Multiple Officers

No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties

The duties of the officers are as follows:

President

The President shall preside at all meetings of the Board of Directors; shall serve notice of meetings of the Board; shall see that orders and resolutions of the Board are carried out; may sign all leases, mortgages, deeds and other written instruments and may co-sign all checks and promissory notes, except as may be otherwise approved by the Board of Directors.

Vice-President

The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

The Treasurer or designee shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Association except as otherwise approved by the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the members.

ARTICLE IX

COMMITTEES

The Board of Directors may appoint committees as deemed appropriate, as provided in the Declaration, and a Nominating Committee as provided in these By-Laws. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member of the Association. This inspection is for written records and copies of the written records will be provided within ten (10) business days at a reasonable cost (personnel files to be excluded). The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost. Inspection of written books and records shall be in accordance with Chapter 209 of the Texas Residential Property Owner Protection Act, of the Texas Property Code.

ARTICLE XI

ASSESSMENTS

Subject to the requirements of Chapter 209 of the Texas Residential Property Owner Protection Act, of the Texas Property Code, and as more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency, accompanied by fines as set forth in the Rules, Regulations and Policies of POPS, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.

ARTICLE XII

AMENDMENTS

Section 1.

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of the majority of a quorum of members present in person or by proxy.

Section 2.

In the case of any conflict between Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

- (a) The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December of every year.
- (b) The rules governing all meetings of this Association shall be Robert’s Rules of Order, The Modern Edition.

IN WITNESS WHEREOF, we being all of the Directors of the PHARR SOUTH PROPERTY OWNERS ASSOCIATION, have hereunto set our hands this _____ day of _____, 20_____.

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |