

Mission Manor
Homeowners Association, Inc.
Mission, Texas

By-laws

*Including changes, revisions, and amendments as adopted through the Annual Meeting
of **2025**. (changes post-1997 are identified)*

By-Laws of the
Mission Manor Homeowners Association, Inc.
a non-profit corporation
Mission, Texas

ARTICLE 1 OFFICES

Principal Office

- 1.01 The principal office of the Corporation in the State of Texas shall be located in the City of Mission, County of Hildago. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Registered Office and Registered Agent

- 1.02 The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office, as required by the State of Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.
- 1.03 In these by-laws, Corporation shall mean Mission Manor Home Owners Association.

ARTICLE 2 MEMBERS

- 2.01 Each Parcel owner of Mission Manor Phase II shall be a member of the Corporation only. (Feb. 5, 2000)
- 2.02 Each member shall be entitled to one vote per parcel owned. Adjacent lots owned by one person but with one home constructed shall be considered one parcel owned and the member shall pay only one membership fee. ~~In each case the annual fees must be paid in full before the meeting at which voting is to take place.~~ (TX Property Code Sec 209.0059)

- 2.03 The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 2 of these by-laws.

Transfer of Membership

- 2.04 Membership in this Corporation is transferable or assignable upon the sale of a lot in Mission Manor Phase II only. Existing Phase I memberships are non-transferable. (Feb. 5, 2000)

ARTICLE 3 MEETINGS OF MEMBERS

Annual Meeting

- 3.01 An annual meeting of the membership shall be held on the first Saturday of February in each year, beginning with the year 1997, at the hour of 1:00 p.m. for the purpose of electing Directors from the membership and for the transaction of other business as may come before the meeting.

Regular Meetings

- 3.02 Regular meeting of the membership may be held at such times as the Board of Directors may determine by resolution from time to time.

Special Meetings

- 3.03 Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Place of Meeting

- 3.04 The meetings of the Corporation and its members and directors shall be at a place to be determined.

Notice of Meetings

- 3.05 Written or printed notice stating the place, day, and hour, and if a special meeting, the purpose or purposes of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting. If, mailed the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address as it appears on the records of the Corporation, with postage thereon prepaid.

Informal Action of Members

- 3.06 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting. If content is in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

- 3.07 The members present in person or by proxy holding 40% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Proxies

- 3.08 At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Reports at Annual Owners Meeting – Budget

- 3.09 At each annual meeting of the members, the Board of Directors shall submit a statement summarizing the major business transacted during the preceding fiscal year, an audited report of the financial condition of the Corporation, and proposed budget for the next fiscal year. Such proposed Budget shall represent the judgement of the Board concerning anticipated financial operations for the ensuing year. It shall be subject to

amendment and approval by the members at the meeting above mentioned. The Board of Directors shall conduct the financial affairs of the Corporation within the limits of the budget as approved except as modifications shall be authorized by the members.

ARTICLE 4 Board of Directors

General Powers

- 4.01 The affairs of the Corporation shall be managed by the Board of Directors. They may purchase professional services as required for effective management.

Number, tenure and qualifications

- 4.02 The number of directors shall be five (5). The five directors shall be elected by classes: Two (2) directors elected in odd numbered years (beginning with 2025) and three (3) elected in even numbered years. Such change to become effective with the election of Directors at the Annual Meeting of 2025. Each elected director shall serve a term of two (2) years, which term shall begin April 1st.
February 1, 2025

Regular Meetings

- 4.03 A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice other than such resolution.

Special Meetings

- 4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. All special meetings shall be at a place designated by the Board of Directors.

Notice

- 4.05 Notice of any special meetings of the Board of Directors shall be given at least two (2) days prior to such meeting by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these by-laws.

Quorum

- 4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

Manner of Acting

- 4.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these by-laws.

Vacancies

- 4.08 Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors until the next annual meeting, when a director shall be elected for the unexpired term. (Feb 4, 2006)

Compensation

- 4.09 Directors shall not receive any salary or compensation for their services.

Informal Action by Directors

- 4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE 5 OFFICERS

Officers

- 5.01 The officers of the Corporation elected from the Board of Directors shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and term of Office

- 5.02 The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.
(Feb 4 2006)

Removal

- 5.03 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by two-thirds vote whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

- 5.04 A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

- 5.05 The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws, or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the office of the President and other duties as may be prescribed by the Board of Directors from time to time. The term of office shall be one year.

Vice-President

- 5.06 In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. Any vice-President shall perform such other duties as from time to time may be assigned to him/her by the President of the Board of Directors. The term of office shall be one year.

Treasurer

- 5.07 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever (with the exception that the financial secretary receives monies due for maintenance fees and key deposits and gives receipts then delivers such monies to the Treasurer for deposit) and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 7 of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. The term of office shall be one year. (Feb 4, 2006)

Secretary

- 5.08 The Secretary shall retain the minutes of the members and of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records and the seal of the corporation, and affix the seal of the corporation to all authorized documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general, perform all duties incident to the office of Secretary. The Secretary shall prepare minutes of the meetings of the members and Board of Directors, give all notices in accordance with the provisions of these by-laws or as required by law; and perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The term of office shall be one year (Feb 4, 2006)

Financial Secretary

- 5.09 If required by the Board of Directors, the financial secretary shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall be responsible for receiving all monies due and payable to the corporation for maintenance fees and key deposits; and for delivering such monies to the Treasurer for deposit; keep the official list of members with each member's mailing address; post monies received to the individual member's ledger sheet; prepare invoices for maintenance fees and do other mailings at the direction of the Board of Directors. In addition, the financial secretary shall maintain and keep current the records of HUD compliance, provide welcome for new homeowners, answer all inquiries from realtors or title companies as to the status of homeowners selling their home, maintain the inventory of pool keys and give a report at the annual meeting and meetings of the Board of Directors of the status of maintenance fees paid; and perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The term shall be for one year. (Feb 4, 2006)

ARTICLE 6

Committees

Executive Committee

- 6.01 The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee consisting of two or more Directors. This committee shall serve at the pleasure of the Board. The Executive Committee, except as otherwise provided in the resolution providing for such a committee, and except as provided by law, shall have and may exercise all the authority of the Board of Directors during the interim that there is not a majority of directors available.

Nominating Committee

- 6.02 The Board of Directors shall, during each fiscal year, appoint a nominating committee of three (3) members to submit a slate of nominees for Directors to be presented to the membership at the annual meeting of the Corporation. The committee shall submit its nominations no later than twenty (20) days before the meeting. Members may submit additional names at the meeting.

Auditing Committee

- 6.03 The Board of Directors shall appoint an Auditing Committee composed of three (3) members, one member preferably an accountant or having a working knowledge of bookkeeping, at least thirty (30) days prior to the end of the financial year. This committee shall audit the books and file a statement with the Board of Directors to be read at the annual meeting prior to the election of a new director or directors.

Ad Hoc Committees

- 6.04 The Board of Directors shall appoint chairpersons and members of ad hoc committees, to plan, coordinate and perform required work in maintaining the operations of the corporation's properties and facilities.

ARTICLE 7 Contracts, checks, deposits, and funds

Contracts

- 7.01 The Board of Directors may authorize any officer or officers or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and drafts

- 7.02 All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the corporation.

Deposits

- 7.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE 8 Certificates of Membership

Certificates of Membership

- 8.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificate shall be signed by the President or Vice-President and the Secretary or Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of the issuance of the certificate shall be entered onto the records of the corporation. If any certificates shall become lost, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors may determine.

ARTICLE 9 Books and records

Books and records

- 9.01 The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose an any reasonable time.

ARTICLE 10 Fiscal year

Fiscal Year

- 10.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 11 Dues

Annual Fees

- 11.01 The Board of Directors may determine from time to time the annual dues payable to the corporation by the members. At no time shall annual fees increase 25% over the previous year's amount. Annual fees shall be assessed per lot according to the original plat recorded in the map and plat records of Hildalgo County, Texas.
A special assessment may be levied upon approval of 51% of the members eligible to vote.

Payment of Annual fees

- 11.02 Fees shall be payable annually on January 1. Fees not paid within thirty (30) days of the due date shall bear interest at the rate of 18% per annum from the due date until paid; plus a late charge of \$30 will be assessed. Any postmark after January 30 will be deemed late and charges will be incurred. Changes effective January 1, 2007. (Feb 4, 2006)

ARTICLE 12 Indemnification

Indemnification

- 12.01 the corporation shall indemnify the officers and directors of the corporation to the full extent allowed by the Texas non-Profit Act.

ARTICLE 13 Seal

Seal

- 13.01 the Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed therein the name of the corporation.

ARTICLE 14 Waiver of Notice

Waiver of Notice

- 14.01 Whenever any notice is required to be given under the provisions of the Texas non-profit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 15 Amendments to by-laws

- 15.01 These by-laws may be altered, amended, or repealed and new by-laws may be adopted by 51% of the members eligible to vote in any regular or special meeting of the members at which a quorum is present, if written notice has been given of an intention to alter, amend or repeal these by-laws, or to adopt new by-laws at such meeting.
- 15.02 The Board of Directors may increase the number of trustees. The change must be ratified by the membership at the next annual meeting.

ARTICLE 16 Rentals

Lease rental term

- 16.01 The lease or rental of a house and/or lot in Mission Manor shall be for a term of not less than 1 year. The Board is authorized to enact rules and policies to implement this requirement.

Number of rental properties

- 16.02 The number of leased/rented properties in Mission Manor may not exceed 21. The Board is authorized to enact rules and policies to implement this requirement.

(Article 16 adopted Feb 3, 2024)

Article 17 Firearms in the Common Area

- 17.01 The Board of Directors shall make rules concerning the limiting or prohibiting of any firearms in and/or about any or all of the Common Area; such rules shall be conformance with the laws of the State of Texas.

Common Area defined

- 17.02 For the purposes of this Article the Common Area of the Association shall be defined as the area containing the pool, spa, bathhouse, common building, and pond.

Action limited to Common Area

- 17.03 The Board of Directors shall not make any rule intended to limit a member's right to bear arms anywhere except within the common area of the Association as defined in Section 17.02.

(Article 17 adopted February 1, 2025)