

BYLAWS OF
SONORA HOMEOWNERS ASSOCIATION
A NONPROFIT CORPORATION

ARTICLE I
NAME AND OFFICES

NAME

The name of the corporation is Sonora Homeowners Association, hereinafter referred to as the "Association".

PRINCIPAL OFFICE

The principal office of the corporation in the State of Texas shall be located at the Community Properties pool room on Ranchhouse Loop in the subdivision of Rancho Isabella, in the city of Angleton, County of Brazoria. The Association may have such other offices in Brazoria County, Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. The mailing address of the corporation in the State of Texas shall be Post Office Box 598 in the city of Angleton, County of Brazoria, 77516.

REGISTERED OFFICE AND REGISTERED AGENT

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the 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.

ARTICLE II
PURPOSE

The purpose of the Sonora Homeowners Association is to provide for maintenance, preservation, and architectural control of the residence lots and Common Area within the certain tract of properties described as Rancho Isabella, Section I, II, III; the map or plat of said subdivision being recorded in Volume 16, pages 45 - 46 & 151 - 152 and Volume 17, pages 315 - 316 of the Plat Records of Brazoria County, Texas, and to promote the health, safety, and welfare of the residents within the above described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association.

**ARTICLE III
MEMBERSHIP**

Section 1: DEFINITIONS

A. **MEMBER** - Every person or entity, who or which is a record owner of any of the Properties which are subject to assessment by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

B. **MEMBERSHIP** - Membership shall be appurtenant to and may not be separated from ownership of any land which is subject to assessment by the Association. Membership shall automatically pass with title to the land. Ownership of such land shall be the sole qualification for membership. No owner shall have more than one membership.

Section 2: STATEMENT OF LIABILITY & LIMITATIONS

No member shall become in any manner liable for any expenses or other indebtedness of this organization other than the Annual Assessment on each lot and any special assessments for capital improvements as described in the Articles of Incorporation and Declarations.

Section 3: MEMBERSHIP FEES

Membership Fees shall be as stated in the Declarations of Covenants, Conditions, and Restrictions for Rancho Isabella Sections I, II, and III.

**ARTICLE IV
MEETINGS**

Section 1: ANNUAL MEETING

A. **MEETING** - The Annual Meeting of the members of the Association shall be held on the third Tuesday of February each and every year at 7:00 p.m. at the Principal Office of the Association. If the day for the Annual Meeting of the members of the Association falls on a legal holiday, the meeting will be held the following Tuesday. The location may be changed with thirty (30) days written notice.

B. **WRITTEN NOTICE** - Written notice of each Annual Meeting of the members of the Association shall be given by the Secretary by mailing a copy of such notice, postage paid, at least fifteen (15) days prior to such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied

by such member to the Association for the purpose of notice. Such notice shall specify place, day, and hour of the meeting.

C. **VOTING PROCEDURES** - All members in good standing shall be entitled to one vote per lot owned at the Annual Meeting of the members of the Association. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. In order to vote, members' annual assessments must be current.

D. **QUORUM** - The presence at the Annual Meeting of the members of the Association entitled to cast, or proxies entitled to cast, one-tenth (1/10) of the votes of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If, however, such quorum shall not be present or represented at the meeting, the members entitled to vote shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

E. **PROXIES** - At the Annual Meeting of the members of the Association each member may vote in person or by proxy. All proxies shall be revocable and shall automatically cease upon conveyance by the member of the lot owned.

F. **ANNUAL REPORT** - At the Annual Meeting of the members of the Association an Annual Report will be given by the President of the Association or designated representative.

Section 2: SPECIAL MEETING

A. **MEETING** - Special Meetings of the members of the Association may be called for a special purpose at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all the votes of the Association. Only that purpose stated in the notice may be considered at this meeting.

B. **WRITTEN NOTICE** - Written notice of a special meeting of the members of the Association shall be given by the Secretary by mailing a copy of such notice at least thirty (30) days prior to the meeting. Such notice shall contain place, time, date, and purpose of the special meeting.

C. **VOTING PROCEDURES** - All members in good standing shall be entitled to one vote per lot owned at a Special Meeting of the members of the Association. When more than one person holds an interest in any lot, all such persons shall be

members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot. In order to vote, members' annual assessments must be current.

D. **QUORUM** - The presence at a Special Meeting of the members of the Association entitled to cast, or proxies entitled to cast, one-tenth (1/10) of the votes of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declarations, or these Bylaws. If, however, such quorum shall not be present or represented at the meeting, the members entitled to vote shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

E. **PROXIES** - At a Special Meeting of the members of the Association each member may vote in person or by proxy. All proxies shall be revocable and shall automatically cease upon conveyance by the member of the lot owned.

Section 3: REGULAR MEETING

A. **MEETING** - A Regular Meeting of the members of the Association shall be held the third Tuesday of each month at 7:00 p.m. at the Principal Office of the Association.

B. **WRITTEN NOTICE** - No written notice of the regular meeting is required.

C. **VOTING PROCEDURES** - Each member in good standing shall be entitled to one (1) vote on any business that falls within the objects of the Association with the exception of limitations defined in the Articles of Incorporation, the Declarations, or these Bylaws.

D. **QUORUM** - The membership present at any Regular Meeting shall constitute a quorum.

ARTICLE V BOARD OF DIRECTORS

Section 1: **BOARD OF DIRECTORS** - The affairs of the Association shall be managed by a Board of five (5) Directors, who shall be members in good standing of the Association.

Section 2: **TERM OF OFFICE** - The regular term of office of an elected Director shall commence on election at the Annual Meeting of the Association and continue until the election at the next Annual Meeting thereafter or until his successor takes office.

****One-year terms shall commence as openings occur on the Board of Directors of the Association.**

Section 3: NOMINATIONS - Nomination for election to the Board of Directors shall be made by a nominating committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors no later than January 1st of each year to serve until the close of that year's Annual Meeting. The committee's nominations to fill vacancies on the Board of Directors shall be included in the notice of the Annual Meeting.

Section 4: ELECTION - Election to the Board of Directors shall be by secret written ballot. The persons receiving the largest number of votes shall be elected.

Section 5: REMOVAL

A. Any Director may be removed from the Board, with or without cause, by a majority vote of a quorum of the members of the Association.

B. Any Board Member who misses three (3) consecutive Board Meetings shall automatically be removed from the Board of Directors.

Section 6: VACANCIES - In the event of death, resignation, or the removal of a Director, his successor shall be appointed by the Board to serve until the next Annual Meeting.

Section 7: COMPENSATION - No Director shall receive compensation for any services he may render to the Association; however, any Director may be reimbursed for approved actual expenses incurred in the performance of his duties.

Section 8: MEETINGS - Regular meetings of the Board of Directors shall be held immediately prior to the monthly membership meeting. Special meetings of the Board of Directors may be held when called by the President of the Association with prior notice to each Director.

Section 9: QUORUM - A majority of the number of Directors shall constitute a quorum for the transaction of business.

**ARTICLE VI
POWERS AND DUTIES OF THE ASSOCIATION**

Section 1: **POWERS** - The Association, by and through its Board of Directors, shall have the following rights and powers:

A. suspend the voting rights and right to the use of any facilities or services provided by the Association of a 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 sixty (60) days for infraction of published rules and regulations;

B. 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 Bylaws the Articles of Incorporation, or the Declaration;

C. declare the office of a member of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

D. employ a secretary, independent contractors, and such other employees as they deem necessary, and to prescribe their duties and the terms of employment of services;

E. to exercise such other rights and powers granted to it under the Declaration, the Articles of Incorporation of the Association, or these Bylaws.

Section 2: **DUTIES** - It shall be the duty of the Association, by and through its 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 at the Annual Meeting of the members, or at any meeting when such statement is requested in writing by one-fourth (1/4) of a quorum of the members who are entitled to vote;

B. supervise all Officers, agents, and employees of this Association to see that their duties are properly performed;

C. send written notice of each assessment to every owner at least thirty (30) days in advance of each annual assessment period and take such actions as it deems appropriate to collect such assessments and to enforce the liens given to secure payment thereof;

D. cause the Secretary to issue, upon demand by any person or entity, a certificate signed by the President of the Association setting forth whether or not any assessment has

been paid. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of such payment. A reasonable charge may be made by the Board for the issuance of these certificates;

E. procure and maintain such liability and hazard insurance as it may deem appropriate on any property or facilities owned by the Association;

F. cause any Officer or employee having fiscal responsibilities to be bonded, as it may deem appropriate;

G. select an outside auditor to audit the books once a year in time to make the audit results available to the members at the Annual Meeting of the Association.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1: **ENUMERATION OF OFFICERS** - The elected Officers of this Association shall be a President and a Vice President, who shall be current members of the Board of Directors. The other Officers shall include a paid Secretary, an appointed Treasurer, and such other Officers as the Board may deem necessary. All Officers shall be members in good standing of the Association.

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 one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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: **AUTHORITY TO SIGN CHECKS** - Only Board Members elected by the Membership shall have authority to sign checks. All checks of the Association shall require the signatures of two (2) elected Board Members.

Section 6: **VACANCIES** - A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7: **MULTIPLE OFFICES** - No person shall simultaneously hold both the offices of President and Secretary. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4, of this Article.

Section 8: **DUTIES** - The duties of the Officers of the Association are as follows:

A. **PRESIDENT** - The President shall preside at all meetings of the Association; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes along with one other elected director of the Association.

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

C. **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 Board and 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.

D. **TREASURER** - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall oversee disbursement of such funds as directed by resolution of the Board of Directors; keep proper books of account; and keep accurate books and records of the fiscal affairs of the Association and make the same available for inspection by members of the Association by appointment. The Treasurer, as Chairman of the Budget Committee, will conduct budget meetings to prepare a proposed Budget for submission to the membership at the Annual Meeting. The Treasurer shall also be responsible for preparing an accurate Financial Report to be presented at the Annual Meeting.

ARTICLE VIII COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, a Nominating Committee, and a Budget Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. All Directors shall be ex officio members of all committees.

**ARTICLE IX
BOOKS AND RECORDS**

The books, records, and papers of the Association shall be subject to inspection by any member by appointment with the Secretary. The Declaration, the Articles of Incorporation, and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost. There shall be receipts and disbursements ledgers, a regular book of accounts, and other books and papers as necessary to provide a generally approved accounting system.

**ARTICLE X
ASSESSMENTS**

As more fully described 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 at the maximum legal rate, 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, and interest, costs, and reasonable attorney's fees of any 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 nonuse of the facilities or services provided by the Association or by abandonment of his Lot.

**ARTICLE XI
CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words "Sonora Homeowners Association" and within the center the word "TEXAS".

**ARTICLE XII
BYLAW AMENDMENTS**

The Bylaws may be amended at the Annual Meeting or a special meeting of the members by a two-thirds (2/3's) vote of a quorum of the Association.

ARTICLE XIII
ROBERT'S RULES OF ORDER

The proceedings of the Association shall be governed by and conducted by the latest edition of Robert's Rules of Order, Newly Revised.

ARTICLE XIV
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3's) of the members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV
MISCELLANEOUS

Section 1: FISCAL YEAR - 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.

Section 2: These Bylaws dated September 29, 1992 supersede and replace in entirety all previous Bylaws. The Bylaws were approved at a Special Meeting held on September 29, 1992.

Revised 09/29/92

Ray Jones

93-031041

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RECORDING 23.00
TOTAL

FILE # 26.00
31041

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