

McKelligon Place Association

5030 Alabama # 22

El Paso, Texas 79930

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BYLAWS OF  
McKELLIGON PLACE ASSOCIATION

ARTICLE I

NAME AND LOCATION: The name of the corporation is McKELLIGON PLACE ASSOCIATION, a non-profit Texas corporation, hereinafter referred to as the "Association". The mailing address of the corporation shall be 5030 Alabama Box 22, El Paso, Texas 79930, but meetings of members and directors may be held at such places within the State of Texas, County of El Paso, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to McKELLIGON PLACE ASSOCIATION, a non-profit Texas corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to McKELLIGON PLACE, an Addition to the City of El Paso, El Paso County, Texas, all as described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of El Paso County, Texas.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III

#### MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meeting of the members shall be held on the same day of the same month of each year at the hour of 7:30 o'clock P.M. *selected by the board* If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 of <sup>of</sup> the members who are entitled to vote, one-fourth (1/4) of the total membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such

notice, postage prepaid, at least 15 days before 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 the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, 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 member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this association shall be managed by a Board of Directors of five (5) directors, all of whom shall be elected at the annual meeting by the membership.

Section 2. Term of Office. At each annual meeting the members shall elect directors to fill existing vacancies, the directors so elected shall serve for a term of two years. Directors whose terms expire may be re-elected.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his 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 written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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 or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting 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 election to the Board of Directors as it ~~shall in its discretion determine, but not less than the number of~~ *is necessary to fill vacancies* vacancies that are to be filled. ~~Such nominations may be made from~~ *additional* ~~among members~~ *be* *at the annual meeting.* *the floor*

Section 2. Election. 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. Cumulative voting is not permitted.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed at the call of the president.

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 two directors, after not less than three (3) days' notice to each director.

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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. 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 the members and their guests thereon, and to establish penalties for the infraction thereof;

B. Terminate all services, facilities and utilities provided by the Association to any Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association and to suspend the voting rights of such Member during such period of delinquency. The Member's voting rights may also be suspended after a notice and hearing for infraction of the rules and regulations of the Association, such suspension to be for such reasonable time as the Board of Directors shall determine;

C. 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:



D. 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;

E. Employ a manager, an independent contractor, 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 affairs and to present statements thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by 1/4 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 the regular monthly assessment and all special assessments against each Lot in the manner and at the times provided in the Declaration, including such advance deposits as they may deem reasonable;

(2) Send written notice of each new assessment to every Owner subject thereto at least 10 days in advance of the first due date thereof and thereafter to send monthly notices of the aggregate of all regular and special assessments levied against each such Owner;

(3) Enforce any or all of the provisions contained in the Declarations relating to a default in the payment of assessments including the termination of all facilities and services rendered to the Owner, the termination of his right to vote or to use the Common

facilities or to foreclose the lien against the property of said Owner as regards any delinquent assessments or to bring an action at law against the Owner personally obligated to pay the same.

D. Issue, or to cause the treasurer to issue upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge will 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;

G. Cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a <sup>(1)</sup> president and <sup>(2)</sup> vice president, who shall at all times be members of the Board of Directors, <sup>(3)</sup> a secretary, and <sup>(4)</sup> a treasurer, and such other officers as the Board may from time to time by resolution create.

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 or until his successor be duly elected 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, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any given 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 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. 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 are as follows:

President

A. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all contracts and other written instruments in the ordinary course of the business of the Association or, if not in the course of business, upon authority from the Board of Directors. The President shall co-sign all checks and promissory notes.

Vice President

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

Secretary

C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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.

Treasurer

D. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks of the Association; keep proper books of account; at the completion of each fiscal year, shall cause an annual audit of the

Association's books to be made by a public accountant selected by the Board; 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 deliver a copy of each to the members.

#### ARTICLE IX

##### MEMBER'S RIGHTS

Each Member and the designated members of his household and his guests (within the limitations established by the rules and regulations of the Association) shall have the right to the use and enjoyment of all Common facilities and shall be provided with all of the benefits and privileges but subject to all of the duties, responsibilities and obligations of Members as fully set out in the Declarations, which are incorporated herein and made a part of these Bylaws by this reference. In the event of any dispute between Members or any personal grievances or complaint by a Member regarding the promulgation or enforcement of the Association's rules and regulations or the enforcement of obligations of the Members as contained in said Declarations, such Member shall not file any suit or proceeding at law or in equity against the Association or any of its officers or directors or other Member of the Association for matters related to said Declarations or the rules or regulations or these Bylaws, until he shall have:

A. Presented his complaint or grievance in writing to the Board of Directors; delivery may be made to the President, Vice President, Secretary of the Association or to its duly appointed Manager;

B. Appeared in person before the Board of Directors in support of his complaint or grievance at a meeting specially called by the Board for said purpose after at least 10 days' notice to the Member, the purpose of which meeting and hearing shall be good faith negotiations toward the settlement of the complaint; however, if the Board does not establish a time for the hearing of said complaint within 30 days after the written complaint has been presented, the requirement of this paragraph B will be deemed to have been met;

C. At said hearing, the Member shall present to the Board all facts and evidence in support of the complaint so that there will be available to the Board a full explanation of the basis of his grievance; likewise, if there is another Member or party involved in said complaint, such other party shall have a similar notice of the hearing and shall present all evidence in his behalf regarding the action or omission complained of.

The procedure set out in this Article IX is intended to provide an opportunity for good faith negotiations toward the settlement of complaints prior to legal action. Accordingly, each Member, in accepting membership in the Association, agrees that compliance with the provisions of this Article shall be a condition precedent to the filing of any action at law or in equity which may be based upon such complaint or grievance.

#### ARTICLE X

#### COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE XI

##### 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. 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 a reasonable cost.

#### ARTICLE XII

##### NO CORPORATE SEAL

In accordance with the statutes of the State of Texas, the Association shall dispense with a corporate seal.

#### ARTICLE XIII

##### AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority, of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors of McKELLIGON

PLACE ASSOCIATION, have hereunto set our hands this 15<sup>th</sup>

day of March 1979.

Margaret S. Rutledge  
MARGARET S. RUTLEDGE

Edith M. Crook  
EDITH M. CROOK, President

August Koenig  
AUGUST KOENIG, Vice President

Julia A. Lee  
JULIA LEE, Treasurer

Mary Schappell  
MARY SCHAPPELL, Secretary

Board of Directors