

**REVISED BYLAWS
OF
LEISURE VALLEY HOMEOWNERS, INC.
Effective 01.01.14**

**ARTICLE 1
NAME AND OFFICE**

Section 1. *Name.* The corporation shall be known as Leisure Valley Homeowners, Incorporated.

Section 2. *Office.* The principle office of the corporation in the State of Texas shall be located at Leisure Valley Ranch, 1920 East Bogey Drive, Mission, Hidalgo County, Texas 78572.

**ARTICLE II
MEMBERS**

Section 1. *Class of Members.* The corporation shall have one class of Members. Current lot owners, for single family residence, intended for their own occupancy. A Member will have ownership rights either by Warranty Deed, Contract for Deed and/or the spouse of such. This is an automatic Membership.

Section 2. *Termination of Membership While Lot Owner.* While a Member is a lot owner, such Member cannot resign nor have the Membership terminated, voluntarily or otherwise.

Section 3. *Transfer of Membership.* Membership in this corporation is not transferable or assignable.

Section 4. *Membership List.* A list of Members who own one or more lots shall constitute the Membership of this property owners' association and be maintained by the Secretary.

**ARTICLE III
MEETINGS**

Section 1. *Annual Meeting of Members.* An annual meeting shall be held the second Thursday of January in the recreation hall at 1920 East Bogey Drive, Mission TX 78572, for the purpose of election of Officers and/or Directors, and for the transaction of such other business as may come before the meeting. The annual report will be presented at this meeting. Roberts Rules shall be used in general.

Section 2. *Monthly Meetings of Members.* Monthly meetings will be held the first Thursday of each month beginning in November and continuing through March. Meetings shall be held at the principle office. No further notification of these meetings shall be necessary. Motions made and seconded, may be postponed until the next meeting for voting if designated by the president. If the president does not postpone the voting, then the Members may make a motion to do so and if seconded and carried, it will be postponed. An agenda will be posted for the next meeting a minimum of three days prior to the meeting. Roberts Rules shall be used in general.

Section 3. *Board Meetings.*

- a. Board meetings shall be held the last Thursday of the month prior to the Members' Monthly Meetings and the Thursday before the Annual Meeting. Meetings shall be held at the principle office. No further notice of these meetings shall be necessary. The president and/or two board Members may call an emergency meeting as needed. Emergency meetings may not be postponed. All Board meetings shall be open to Members, unless the Board adjourns into executive session to discuss matters of personnel or any other reason permitted in the Texas Home Owners Association Law or the Texas Non-Profit Corporation Act. The Board may restrict or prohibit comments from non-board Members. Roberts Rules shall be used in general.
- b. Subject to the provisions required or permitted by the Texas Non-Profit Corporation Act for notice of meetings, Members of the corporation or Members of the Board of Directors may participate in and hold a meeting of such Members, board, or committee by means of:
 - (1) Conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other, or
 - (2) Another suitable electronic communications system, including videoconferencing technology or the Internet, only if:
 - (a) each Member entitled to participate in the meeting consents to the meeting held by means of that system; and
 - (b) the system provides access to the meeting in a manner or using a method by which each Member participating in the meeting can communicate concurrently with each other participant.

Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. *Quorum.* A quorum for Members' meetings shall be 30% of eligible voters. A quorum for board meetings shall be a majority of the Board Members.

ARTICLE IV **VOTING**

Section 1. *Election of Officers and Board of Directors.* Members will elect the President, Secretary and one Director at meetings of odd years and Vice-President, Treasurer and two Directors will be elected at meetings of even years. These Officers and board Members will be elected from a list posted two weeks prior to election. Nominations may be made from the floor and accepted at the election meeting. The nominating committee will be appointed at the prior annual meeting.

Section 2. *Voting Provisions.*

- a. A Member is entitled to cast one vote for each Officer and one vote for each of the number of Directors to be elected. Absentee ballots will be accepted when received prior to the beginning of the election meeting. No mailings will be required. Absentee ballots will be available upon request. Electronic balloting will be available.
- b. Only Members may vote. Each Member will have one vote whether they own one or a multiple number of lots.

- c. A Member may vote in person, by absentee ballot, or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and in no event shall it remain irrevocable for more than eleven (11) months. Proxies must be received by the start of any meeting before becoming effective for any date of said meeting or following meetings.

ARTICLE V **OFFICERS AND DIRECTORS**

Section 1. *Members May Elect Officers and Directors.* To the extent not limited or prohibited by law, the powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Officers and the Directors. Officers and Directors will make day to day decisions. Each Officer and each Director must reside in the subdivision (beginning in year 2007) at least 4 months of each year.

Section 2. *Board Members.* Members may elect Officers with appropriate titles such as President, Vice-President, Secretary and Treasurer, as well as the Directors. All Officers and Directors are referred to as Board Members. Other offices may be created as approved by the Members. The number of Directors shall be decided by the Members and the number may be increased or decreased from time to time by an amendment to the Bylaws or resolution adopted by the Members. The terms of Officers and Directors shall be two years and limited to two consecutive terms per person.

Section 3. *Removal.* Any Officer or Director may be removed from office with or without cause by the Members. Removal shall be by majority voting for removal at a regularly scheduled meeting of the Members, November through March.

Section 4. *Resignation.* An Officer or Director may resign by providing written notice of such resignation to the Board. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

Section 5. *Vacancies and Increase in Number of Board Members.* Any Officer vacancy shall be filled by the affirmative vote of a majority of the Board Members for the unexpired term of the vacating Officer. The vacancy will be filled by a Board Member. Any Director vacancy shall be filled by an appointment by the Board Members. The appointee will serve until the next regular election or expiration of term.

Section 6. *Compensation.* Board Members, as such, shall not receive any stated salary for their services. Compensation may be allowed for their expenses incurred in the performance of their duties.

ARTICLE VI **POWERS OF OFFICERS**

Section 1. *Duties of Officers.* Each Officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and powers as the Members shall from time to time designate. All Officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.

Section 2. *President.* The President shall be the chief executive Officer of the corporation and shall preside at all meetings of Board Members and Members. Such Officer shall see that all orders and resolutions of the board are carried out, subject however, to the right of the Directors to delegate specific powers, except such as may be the statute exclusively conferred on the President, to any other Officers of the corporation.

Section 3. *Vice-President.* The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 4. *Secretary.* The Secretary should attend all meetings of the Board of Directors and all meetings of the Members and shall record all votes and the minutes of all proceedings. The Secretary shall give notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The secretary shall keep a list of all Members. In the absence of the Secretary, the minutes of all meetings of the board and Members shall be recorded by such person as shall be designated by the Board of Directors.

Section 5. *Treasurer.*

- a. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- b. An annual budget shall be produced.
- c. An annual review and examination of the financial records shall be performed. The Board of Directors shall appoint a committee comprised of three vote-eligible Members. This committee shall examine the books and file a statement with the Board of Directors, to be read at the next monthly meeting.

ARTICLE VII
DUTIES OF THE BOARD OF DIRECTORS

Section 1. *Purchasing.* By a majority decision, the board may declare payment for any and all maintenance, repairs or needs for the corporation. Additional equipment, improvements or structures will be decided by the Members, if and when the board deems such for the betterment of the corporation. These decisions for spending will be only when the treasurer verifies funds available. Two bids will be required for projects from \$1,000.00 to \$7,000.00. Over \$7,000.00, projects will require three bids. The best bid, if it is in budget, may be accepted. If bids are not accepted, then the project will be revised and rebid. This will continue until an acceptable bid is received, if not, the project will be abandoned.

Section 2. *Contracts.* The Board of Directors may authorize any Officer or Officers, agent 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, and such authority may be general or confined to specific instances.

Section 3. *Checks, Drafts, etc.* All checks, drafts or other instruments for payment of money or notes of the corporation shall be signed by such Officer or Officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation, any contribution, gift, and bequest or devise for the general purposes or for any special purpose of the corporation.

Section 6. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the monthly and annual Members meetings, Board of Directors meetings, and shall keep at the registered office or principle office in this State, a record of the names and addresses of its Members entitled to vote. A Member of the corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the corporation relevant to that purpose, at the expense of the Member.

Section 7. Financial Records and Annual Reports. The corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting principles. All records and books concerning the financial activity of the corporation shall be kept at the registered office or principle office of the corporation in this state after the closing of each fiscal year as per federal and state laws and shall be available to the public for inspection and copying there during normal business hours. The corporation may charge for the reasonable expense of preparing a copy of a record or report.

Section 8. Fiscal Year. The fiscal year of the corporation shall be as determined by the Board of Directors.

ARTICLE VIII **COMMITTEES**

Section 1. Activities Director (AD). Members may make it known to the Board of their desire to perform the duties of Activities Director. Notice of intentions may be made to any Board Member at anytime. The Board will then decide to accept the applicant.

- a. All events, programs and activities will be scheduled through the AD. A calendar of these events will be posted and available to the Members. The monthly activities will be presented to the Board and if accepted, then it is also approved for the purchase of food and incidentals for each event. Supplies to carry out these duties would also be approved for funding. AD will post Leisure Valley Ranch monthly activities calendars. Bulletin boards will be kept up. AD will advertise in other parks and the media for the activities chairperson when needed. These activities will be scheduled November through March. Other than the President and Vice-President, no other Member may override the AD decisions while in the performance of the AD duties. Upon Board approval changes and additions may be made to the monthly calendar.
- b. Activities Director will ask for volunteers for activities chairperson for any activity not filled. AD may ask for these chairpersons at any monthly meeting. The committee chairperson shall schedule their program with the AD, and then see it through. The chairperson will be selecting committee Members if necessary. The committee chairperson will see that the facilities are cleaned and trash dumped after each activity. Storage pantry, refrigerator and freezer must be locked upon completion of the event. All lights and fans are to be turned off and air conditioning settings returned to normal. Monies collected by the chairperson will be transferred to the Treasurer, with report. Receipted purchases will be paid by the Treasurer to the chairperson. Rules for Leisure Valley Clubhouse Use shall be followed.

- c. A list of all committees and their chairpersons, and Rules for Leisure Valley Clubhouse Use shall be posted in the library. Members may observe these and volunteer to help. Those committees without a chairperson will be easily recognized and hopefully attract a volunteer.
- d. The Board of Directors may add or delete activities for the betterment of the corporation.

ARTICLE IX

CONDUCT

Section 1. *Property Upkeep.* Lots will be kept up year around, which includes weeded, mowed, and trimmed. Plants may not be near corners that would block drivers' vision. Dead plants must be removed. All structures on the property will be kept up, painted, cleaned, and uncluttered. Those not adhering will be charged a fee each time upkeep is performed. Expense will be added when necessary.

Section 2. *Property of Corporation.* Upon the ownership of common property, additional Bylaws may be added. An annual inventory of corporate property will be conducted by Board Members, kitchen manager and volunteers. Removal of any and all corporate property from the Recreation Hall is strictly prohibited.

Section 3. *Open and Close.* The Recreation Hall is available from 6:30 a.m. to 10:00 p.m. daily. All scheduled activities and events will be posted in the Recreation Hall and updated weekly.

Section 4. *Dress and Smoking.* Shirts and shoes are required. Smoking is not allowed in the Recreation Hall, pool area or shuffleboard courts.

Section 5. *Swimming Pool.* The pool will be open daily unless closed for cleaning or repairs. The hot tub is on a 15 minute timer and must be turned on before use. Please turn on/off the exterior lights as needed. Showers are mandatory prior to entering the pool or hot tub. Glass containers will not be allowed in the pool area at any time. All children must be accompanied by an adult while in the pool or in the pool area. Children, of any age, may not use the hot tub. Children under two years of age or in diapers may not use the pool.

Section 6. *Laundry Room.* Laundry facilities are open when the Recreation Hall is open. Clothes must not be left unattended or they will be removed from the washers and dryers. Washers are not to be used for dyeing clothes. Please do not insert Canadian coins in washers and dryers. Dryers and washers are to be cleaned after each use.

Section 7. *Pets.* No more than two pets are allowed per site without prior approval by the Architectural Committee. Pets may not be tied up and left unattended. Pets must be leashed, under control and walked in permissible pet walk areas within the Leisure Valley Ranch, and must be picked up after. Cats must be leashed and not allowed to roam. Excessive barking will not be permitted. Dangerous pets will not be allowed. No pets are allowed in the Recreation Hall or swimming pool area at any time.

Section 8. *Mail.* Mail is delivered and sorted by the Mission Post Office. Curbside mailboxes are mandatory for all residents.

Section 9. *Campfires.* Campfires are not allowed.

Section 10. *Liability.* Corporation and its management are not responsible for accidents sustained while using any Martin Valley Ranch or corporations' facilities or while on said property. Use of facilities is at your own risk. Further, it is not responsible for any loss due to fire, accident or theft.

Section 11. *Bicycles.* All bicycles must be parked in the bicycle racks, if provided. Do not lean bicycles against buildings or trees.

Section 12. *Contractors.* Texas State Law requires all contractors to show proof of liability insurance prior to beginning any work.

Section 13. *Emergencies.* In the event a park resident is taken ill and is in need of medical attention, dial 911 immediately. The ambulance can enter the Hidden Valley canal gate by using YELP if the Leisure Valley gate is closed.

Section 14. *Utilization of Property.* Utility trailers, boats, recreation vehicles (other than the main dwelling), more than one casita or storage room, and too many vehicles are not allowed. Only temporary and short term parking is allowed on streets.

Section 15. *Residential Sub Division, Commercial Use by Property Owner.* Property owners will have no visible businesses, no commercial signs and no commercial vehicles.

Section 16. *Martin Valley Ranch.* Martin Valley Ranch Rules and Regulations will supersede all of ARTICLE IX.

ARTICLE X **DISPUTES**

When a dispute arises that seemingly cannot be resolved, it shall be decided by the Board. This is for disputes between any Members, Activities Directors, Chairpersons, Officers or Board Members.

ARTICLE XI **INDEMNIFICATION AND INSURANCE**

Section 1. *Indemnification.* This corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit to any person entitled to indemnification under the provisions of the Texas Non-Profit Corporation Act.

Section 2. *Insurance.* The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is a Member, Director, Officer, employee, or agent of the corporation against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the corporation would have the power to indemnify him or her against that liability. This paragraph shall not limit the power of the corporation to procure or maintain any kind of insurance or other arrangement; the corporation may, for the benefit of person indemnified by the corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement of liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

ARTICLE XII
MISCELLANEOUS

Section 1. *Waiver of Notice.* Whenever any notice is required to be given to any Member or Director of the corporation under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or these Bylaws, 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 equivalent to the giving of such notice.

Section 2. *Seal.* The corporation may adopt a corporate seal in such form as the Board of Directors may determine, but the corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the corporation.

ARTICLE XIII
CONSTRUCTION

Section 1. *Pronouns and Headings.* All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limits nor amplifies the provisions of this Agreement.

Section 2. *Invalid Provisions.* If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE XIV
AMENDMENT OF BYLAWS

All amendments to the Bylaws shall be proposed in writing by a Member, read aloud at a regular meeting of the Members, and then laid over for a vote at the next regular meeting of the Members. The Secretary shall publish the proposed amendment on the club's library bulletin board and on the LVR website within 72 hours of the regular meeting where the proposed amendment was read and be included in the written agenda of the regular meeting at which the proposed amendment is to be voted upon. A sixty percent vote of all the Members present or voting by proxy shall be required for the proposed amendment's adoption.

Adopted by the Board of Directors and approved by a vote of the Members on _____,
20_____, to be effective January 1, 2014.

Jerry Illerbrun, President

Donna Leech, Secretary

