

# **By-Laws of the Granada Homeowners Association**

## **ARTICLE I 'Name and Purpose'**

- Sec 1.** This association shall be known as the Granada Homeowners Association<sup>1</sup>.
- Sec 2.** This is a non-profit corporation organized and chartered for the purposes stated in the Articles of Incorporation, among which are to promote the general health, safety, welfare and common interests of the corporation's members; to take an active interest in civic, social and aesthetic welfare of the community, to provide a forum for the full and free discussion of all matters of public and local interest, except that the corporation shall not engage directly or indirectly in supporting any candidate for public office.<sup>2</sup>

## **ARTICLE II 'Membership'**

- Sec 1.** In conformity with the purposes of the Association, all residents of the subdivisions known as Granada Hills, Granada Estates, or Granada Oaks, Travis County, Texas, shall be eligible for membership.<sup>3</sup>
- Sec 2.** Memberships shall issue on the basis of the household as a unit, and upon qualification of a household as a member of the Association, all persons of such household shall automatically become entitled to participate in all activities of the Association, subject to Article V below. Memberships shall be limited to one per household.
- Sec 3.** Any eligible person desiring to obtain a membership for his household shall file with the Secretary of the Board of Directors of the Association an application for membership. The Secretary shall process the application and, upon payment of dues and with the advice and consent of the Board of Directors, such household shall be issued a membership for his household.
- Sec 4.** The Board of Directors at any regularly constituted meeting or at any specially called meeting, by a majority vote of those present, may terminate or suspend membership of any household where it becomes ineligible because of default of payment of dues as provided for in these by-laws.
- Sec 5.** The members, at any regularly constituted meeting or at any specially called meeting, by a majority vote of the members present and voting, may censure, suspend or expel any member for cause. The member shall be entitled to a hearing at said meeting and shall be notified of said meeting and of its purpose by letter from the President postmarked no less than fourteen (14) days prior to said meeting.

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<sup>1</sup> Amended 2/18/1991 from 'Granada Hills Homeowners Association'.

<sup>2</sup> Amended 4/01/1974 to include portion that follows '...Articles of Incorporation,'.

<sup>3</sup> Amended 5/6/2006 to include Granada Estates; Amended 9/14/2007 to include Granada Oaks

- Sec 6.** Any member may resign by filing his written resignation with the Secretary of the Board of Directors, but such resignation shall not relieve the member of the payment of any dues, assessments or other lawful charges theretofore accrued and unpaid.
- Sec 7.** Honorary membership may be awarded to distinguished persons who have performed outstanding services, which tend to further the purposes of the Association, and upon whomsoever the Association desires to confer this distinction and honor notwithstanding the terms of Section I hereof. The election of honorary members shall be by a majority vote at the regularly scheduled meeting of the Association membership. Honorary members cannot hold office, cannot vote, and will not be assessed dues.<sup>4</sup>
- Sec 8.** Membership in the Association is not transferable or assignable.

### **ARTICLE III 'Board of Directors and Officers'**

- Sec 1.** The affairs of the Association shall be managed by its Board of Directors.
- Sec 2.** The Board of Directors shall consist of between five (5) and nine (9) directors who shall be elected for a two (2) year term, which shall begin on January 1 following the semi-annual meeting at which they are elected and shall end upon the qualification of their successors in office.<sup>56</sup>
- Sec 3.** A quorum for the transaction of business of the Board of Directors shall be defined as a majority of the people recognized as serving on the Board at a given time. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board of Directors. In cases where the Board desires to expedite the transaction of business electronically, the Board may vote via email over a time period not to exceed seven days on a single motion. When casting votes electronically, a majority of the active Board members is required to approve or disapprove of a motion. The result of each vote shall be recorded in the minutes of the next meeting of the Board of Directors following the vote.<sup>7</sup>
- Sec 4.** Any vacancy occurring in the office of director shall be filled by the President with the advice and consent of a majority of the Board of Directors. A director appointed to fill a vacancy shall serve the unexpired term of the director whom he replaces.
- Sec 5.** The President of the Association shall be a member of and elected by the Board of Directors, such election to be at the first regular meeting of the Board of Directors each calendar year. The President shall preside at all meetings of the Board of Directors, and of the Association. The President shall be an ex-officio member of all committees. The President shall serve for a term of one (1) year, which shall end upon the qualification of his successor in office.

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<sup>4</sup> Amended 4/01/1974 to read 'Honorary members cannot hold office, cannot vote, and will not be assessed dues'. Amended 2/03/1998 to clarify that the above statement was not intended to replace the entire article, but was intended as an addition to the existing text.

<sup>5</sup> Amended 2/18/1981 to eliminate text pertinent only to the initial Board of Directors, and to change the total number of Directors from 7 to 9, with 4 to be elected at the end of odd-numbered years, and 5 to be elected at the end of even-numbered years.

<sup>6</sup> Amended 5/6/2006 to allow the BOD to vary between 5 and 9 people, and removed requirement of electing half of the BOD each year.

<sup>7</sup> Amended 5/6/2006. Changed the definition of a quorum from 5 people to a majority of the number of people serving on the BOD due to low BOD participation. Also, added the ability to vote by email and to record the vote results in the next meeting minutes of the BOD.

**Sec 6.** The Vice President of the Association shall be a member of and elected by the Board of Directors, such election to be at the first regular meeting of the Board of Directors each calendar year. The Vice President shall act as President in the absence of the President. The Vice President shall serve for a term of one (1) year which shall end upon the qualification of his successor in office.

**Sec 7.** The Secretary of the Association shall be a member of and elected by the Board of Directors, such election to be at the first regular meeting of the Board of Directors each calendar year. The Secretary shall keep a written record of all transactions and report the minutes of all meetings of the Board of Directors and the Association. The Secretary shall act as Vice President in the absence of the Vice President, and act as President in the absence of the President and Vice President. The Secretary shall serve for a term of one (1) year, which shall end upon the qualification of his or her successor in office. If elected to both offices by the Board of Directors, nothing herein shall prohibit the same person from serving as both the Secretary and the Treasurer at the same time.<sup>8</sup>

**Sec 8.** The Treasurer of the Association shall be a member of and elected by the Board of Directors, such election to be at the first regular meeting of the Board of Directors each calendar year. The Treasurer shall receive and disburse all monies and make such reports regarding the treasury as required by the President or the Board of Directors. The Treasurer shall act as Vice President in the absence of the Vice President and the Secretary, and act as President in the absence of the President, the Vice President and the Secretary. The Treasurer shall serve for a term of one (1) year, which shall end upon the qualification of his or her successor in office.<sup>9</sup>

**Sec 9.** No officer or member of the Association shall receive any compensation for services, except as may be provided for in these by-laws.<sup>10</sup>

**Sec 10.** There shall be no prohibition against an officer or director succeeding himself in office.<sup>11</sup>

## ARTICLE IV

### 'Election of Directors'

**Sec 1.** The election of Directors shall be held at the semi-annual meeting of the Association, which immediately precedes the first day of January of each calendar year.

**Sec 2.** The nominee for each office of director receiving the majority of votes of the voting membership present at the meeting shall be declared elected.

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<sup>8</sup> Amended 6/12/1995 to differentiate between Secretary and Treasurer's responsibilities. Whereas originally Section 7 dealt with the responsibilities of 'Secretary-Treasurer', Section 7 was amended to include only those duties of the Secretary.

<sup>9</sup> Amended 6/12/1995 to include only those duties of the Treasurer.

<sup>10</sup> Amended 6/12/1995 to change from originally Section 8 to Section 9.

<sup>11</sup> Amended 6/12/1995 to change from originally Section 9 to Section 10.

## ARTICLE V

### 'Voting'

- Sec 1** Members of the Association shall be entitled to one (1) vote per household on each matter submitted to a vote of the members.
- Sec 2** Members of the Association shall be in good standing in order to vote in person or by proxy. Payment of Association Dues immediately before a meeting is allowed to meet that condition of good standing.
- Sec 3** Members of the Association may vote in person or by proxy. All proxies shall be in writing on the completed form specified by the Secretary of the Association and filed with the Secretary of the Association before the commencement of the meeting where the proxy is to be invoked. Every proxy shall be revocable and shall automatically cease at the time and date specified on the written proxy.<sup>12</sup>

## ARTICLE VI

### 'Meetings'

- Sec 1.** The membership of the Association shall meet two (2) times a year, such meetings to be held at such time and place as may be determined by the Board of Directors. A minimum of two (2) weeks advance notice will be given to the members.<sup>13</sup> Such meetings shall be for the transaction of regular and any other business as may come before the meetings, and for any other business required by these by-laws or the non-profit corporation laws of the State of Texas.
- Sec 2.** Special meetings of the Association may be called either by the President, a majority of the Board of Directors, or not less than ten (10) members by written, signed petition presented to the President. Upon verification by the Secretary-Treasurer of the authenticity of the petition, the President shall post printed notice stating the purpose, place, date and time of such special meeting no less than fourteen (14) days prior to the date of such meeting, and such notice requirement is met if it is contained in any publication of the Association and such publication is mailed to each member in good standing within the period aforesaid. In case of emergency, the fourteen (14) days notice period may be waived by the concurrence of a majority of the Board of Directors. In such event, all means practicable shall be utilized to notify each member of the Association of the emergency meeting.
- Sec 3** At any meeting of the members, a majority vote of those present and those voting by proxy shall be the act of the Association.<sup>14</sup>
- Sec 4** The Board of Directors shall meet a minimum of four (4) times in each calendar year, such meetings to be held at such time and place as may be determined by the majority of the Board of Directors present at a regularly scheduled meeting.<sup>15</sup>

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<sup>12</sup> Amended 5/24/2002 to allow for Members to vote in person or by proxy. The proxy can be given to another member in good standing or defaults to the Board of Directors. Also, added Sections 2 and 3.

<sup>13</sup> Amended 2/03/1998 to allow the Board of Directors to decide the time and location of membership meetings, and requiring the members are given at least 2 weeks notice.

<sup>14</sup> Amended on 5/24/2002 to include votes by proxy with those in attendance.

<sup>15</sup> Amended 5/24/2002 to allow Board of Directors to meet more than four times per year.

**Sec 5.** Emergency or special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Three (3) days written notice of any such special or emergency meeting shall be required unless waived by all Directors.

## **ARTICLE VII**

### **'Committees'**

**Sec 1.** The President may appoint any committees of any number of members, as he may in his discretion deem necessary.

## **ARTICLE VIII**

### **'Dues and Finances'**

**Sec 1.** Annual dues in the amount of ninety-six (96) dollars per membership shall be payable on or before May 1 of each year to the Granada Homeowners Association.<sup>161718</sup> Dues will be prorated for new residents whose membership applications are approved after May 1.

**Sec 2.** Members of the Association shall be in good standing in order to be qualified to vote or otherwise be entitled to receive or exercise any privilege of membership, and may be suspended from membership as provided by these by-laws.<sup>19</sup> When any Member of the Association fails to pay their dues in full before May 15<sup>th</sup> of any given year, they are in default and are not in good standing. Payment of the full Annual dues will cause the former member to be in good standing. Prorated payments are not allowed for prior members in default.

**Sec 3.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

**Sec 4.** All checks, drafts or orders for the payment of money, notes or evidence of indebtedness issued in the name of the Association, shall be signed by the officer of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Sec 5.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or depositories as the Board of Directors may select.

**Sec 6.** No member, officer or director shall incur any expense in the name of the Association except as authorized by the Board of Directors.

**Sec 7.** The Association shall keep correct and complete books and records of account, and shall also keep minutes of the meetings of its members and the Board of Directors. In addition, a record giving the names and addresses of the membership and the Board of Directors shall be maintained. All such books and records required to be

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<sup>16</sup> Amended 12/9/2008 to increase Annual Dues to \$96 per year.

<sup>17</sup> Amended 12/5/2006 to increase Annual Dues to \$60 per year.

<sup>18</sup> Amended 5/24/2002 to increase Annual Dues to \$48 per year.

<sup>19</sup> Amended 5/24/2002 to define membership in "good standing".

kept by the Association shall be in the possession of the Secretary or Treasurer as appropriate.<sup>20</sup>

**Sec 8.** All officers and Directors at the expiration of their term of office shall deliver to their successors all books, papers, monies and other property of the Association in their possession.

## ARTICLE IX

### 'Revision of By-laws'

**Sec 1.** These by-laws may be altered, amended or repealed, and new by-laws may be adopted by action of a majority of the members present at any regular meeting of the membership, provided that at least ten (10) days' written notice is given of intention to alter, amend, repeal, or to adopt new by-laws at such meeting. Such notice shall specify the changes to be proposed, using the same wording as in the proposed change(s).<sup>21</sup>

## ARTICLE X

### 'Rules of Order'

**Sec 1.** Where not in conflict with these by-laws, Roberts Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure.

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<sup>20</sup> Amended 2/03/1998 from 'Secretary-Treasurer'.

<sup>21</sup> Amended 4/01/1974 to add 'Such notice shall specify the changes to be proposed.', and amended 2/03/1998 adding '...using the same wording as in the proposed change(s)'.