

BY-LAWS OF FIESTA VILLAGE INCORPORATED  
A NON-PROFIT CORPORATION  
FIESTA VILLAGE, BOX 109, MISSION, TEXAS

(amended February 4, 2017)

ARTICLE I  
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 Hidalgo. 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 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  
MEMBERS

Classes of Members

2.01. Under the Texas Commission on Human Rights, Fiesta Village qualifies as an Adult Retirement Community consisting of owners 55 years of age and older. Therefore, under this by-law no property may be occupied by anyone with young children, except as provided under the Restrictive Covenants--No. 1, "Children may occupy said premises during occasional visits for reasonable lengths of time not to exceed thirty (30) days".

2.01.1. Only Lot owners of Fiesta Village and/or their spouse whose maintenance and assessment fees are paid in full before the annual meeting shall be members of this corporation.

Voting Rights

2.02. Each member or their spouse shall be entitled to one vote on each matter submitted to a vote of the members per lot owned.

## Termination of Membership

2.03. The Board of Directors, by affirmative vote of two-thirds of all of 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 II of these bylaws.

## Transfer of Membership

2.04. Membership in this corporation is transferable or assignable upon the sale of a lot in Fiesta Village provided all dues and assessments have been paid.

## ARTICLE III MEETINGS OF MEMBERS

### Annual Meeting

3.01. An annual meeting of the members shall be held on the first Saturday of February in each year at the hour of 9:00 o'clock, A.M., for the purpose of electing Directors and for the transaction of other business as may come before the meeting.

### Special Meeting

3.02. 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

3.03. The meetings of the corporation and its members and directors shall be at the Recreation Hall of Fiesta Village.

### Notice of Meetings

3.04. Written printed or e-mailed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the directions of the President, or 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 his address as it appears on the records of the corporation, with postage thereon prepaid.

### Informal Action by Members

3.05. 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 a consent 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

3.06. The members holding 50% 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 of members, a majority of the members present may adjourn the meeting from time to time without further notice.

## Proxies

3.07. At any meeting of 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 (11) months from the date of its execution, unless otherwise provided in the proxy.

## Reports at Annual Lot Owners Meeting - Budget

3.08. At each annual meeting of the lot owners, called for the purpose of electing a Director or Directors, 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 Park, and a proposed budget for the next fiscal year. Such proposed budget shall represent the judgment of the Board concerning anticipated financial operations for the ensuing fiscal year. It shall be subject to amendment and approval by the lot owners at the meeting above mentioned. The Board of Directors shall conduct the financial affairs of the Park within the limits of the budget as approved except as modifications shall be authorized by the members.

## ARTICLE IV BOARD OF DIRECTORS

### General Powers

4.01. The affairs of the corporation shall be managed by its Board of Directors. Directors shall be residents of Fiesta Village at least part of the year.

### Number, Tenure, and Qualifications

4.02. The number of Directors elected to the Board shall be seven (7). Each Director shall be elected to a term of three years. At each annual meeting of the lot owners in February, two (2) Directors shall be elected in the first year; three (3) Directors shall be elected in the second year; and two (2) Directors shall be elected in the third year. The above cycle will repeat itself every three years.

### Regular Meetings

4.03. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, 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 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 held at the Recreation Hall of Fiesta Village, Mission, Texas, except for any necessary off-season meetings.

## Notice

4.05. Notice of any special meetings of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, E mail, or FAX 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 E mail or FAX, such notice shall be deemed to be delivered when the message delivery is confirmed. 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 purpose 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 be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

## 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 further 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 by these bylaws.

## Vacancies

4.08. Any vacancy occurring in the Board of Directors and 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.

## Compensation

4.09. Directors as such shall not receive any stated salaries 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 V OFFICERS

### Officers

5.01. The officers of the corporation elected from the Board of Directors shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, 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 annual 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 conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

### 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 judgment 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. The President shall preside at all meetings of the members and of the Board of Directors. The President 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 bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

## Vice President

5.06. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

## Treasurer

5.07. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys 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 VII of these bylaws; 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 or her by the President or by the Board of Directors.

## Secretary

5.08. The Secretary shall keep the minutes of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

## ARTICLE VI 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 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 present in the Park. The approximate interim is from April 15 to November 15.

## Nominating Committee

6.02. The Board of Directors shall, during each fiscal year, appoint a Nominating Committee of three (3) resident lot owners to submit a slate of nominees for Directors to be presented to the resident lot owners at the annual meeting of resident lot owners. The Committee shall submit its nominations no later than twenty (20) days before the meeting and the Board shall thereupon cause the report of the Committee to be posted on the Bulletin Board in the Recreation Hall. The submission of such nominations to the resident lot owners shall not preclude resident lot owners, attending the annual meeting, from making additional nominations.

## 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, thirty (30) days prior to the end of the fiscal 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.

## Park Rules Committee

6.04. The Board of Directors shall appoint a Park Rules Committee consisting of not less than five (5) nor more than seven (7) persons, one of which should be a permanent (year-round) resident of Fiesta Village, who shall serve at the pleasure of the Board. As directed by the Board, this Committee shall be primarily responsible for the enforcement of the restrictions, covenants, rules and regulations of Fiesta Village. Included in the Committee's duties shall be to oversee any and all Fiesta Village Lot construction and improvement permit applications, to meet with the Lot owner or his designee, to review the permit application, and to approve or reject the permit request.

## ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

### Contracts

7.01. 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 bylaws, 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.

### Check and Drafts

7.02. All checks, drafts, or orders for the payment of money, notes, or other evidences 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 a Vice President 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.

### Assets

7.04. All owned Assets, including real properties, equipment, cash and any other items exceeding five thousand dollars (\$5,000) value will require a membership vote of approval before any transactions; i.e. trade, sell, exchange, donate or any other expenditures including the signing of legal documents.

## ARTICLE VIII CERTIFICATE 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 certificates shall be signed by the President or a Vice President and by the Secretary or an 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 issuance of the certificate shall be entered on the records of the corporation. If any certificates shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

### Issuance of Certificates

8.02. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 8.01 of this Article VIII.

## ARTICLE IX BOOKS AND RECORDS

9.01. The corporation shall keep correct and complete books and records of account 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 at any reasonable time.

## ARTICLE X FISCAL YEAR

10.01. The fiscal year of the corporation shall begin on the first day of December and end on the last day of the following November.



## ARTICLE XI

### DUES-ANNUAL MAINTENANCE FEES

11.01. The Board of Directors may determine from time to time the annual maintenance fees dues payable to the corporation by the members. At no time shall the maintenance fees increase more than 10% over the previous year's amount. Maintenance fees shall be assessed per lot according to the original plat recorded in the map and plat of records of Hidalgo County, Texas. A special assessment may be levied upon approval of a majority of the members eligible to vote.

#### Payment of Maintenance Fees

11.02. Fees shall be payable beginning on the first day of the fiscal year. Fees not paid by January 31 shall be assessed a 10% late charge per month added on to the regular fee amount.

#### Default and Termination of Membership

11.03. When any member shall be in default in the payment of dues for a period of 30 days from the date such dues become payable, their membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

## ARTICLE XII

12.01. Directors shall not be held personally liable for any act or acts done in the furtherance of the best interest of Fiesta Village, Inc.

## ARTICLE XIII

### 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 thereon the name of the corporation and the words, "Fiesta Village, Inc."

## ARTICLE XIV

### 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 bylaws 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 XV

### AMENDMENTS TO BYLAWS

15.01. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members eligible to vote at any regular meeting or at any special meeting, if at least two days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.