



Hidalgo County Clerk
Arturo Guajardo Jr.
P.O. Box 58
Edinburg, Texas 78540

Main: (956) 318-2100

Fax: (956) 318-2105

ORIGINAL COPY

Receipt No: 20230328000132
Date: 03/28/2023
Time: 11:06AM
Deputy Clerk: Horacio Garza
Station: CH-1-CC-K12

Issued To: Greengate Grove Property Owners
2135 S Bentsen Palm Drive

Palmview, TX 78572

Recording Fees

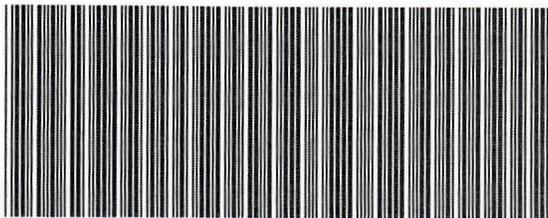
Item No.	Item	Document No.	Serial No.	GF Number	Amount
1	Real Property Recordings	3433821			\$196.00

Collected Amounts

Item No.	Payment	Transaction Id	Comment	Amount
1	Check	15603	956-581-1932	\$192.00
2	Cash			\$20.00

Total Received: \$212.00
Order Total: \$196.00
Refund Due: \$-16.00

Thank you.



VG-281-2023-3433821

Hidalgo County
Arturo Guajardo Jr.
County Clerk
Edinburg, Texas 78540

Document No: 3433821

Billable Pages: 41

Recorded On: March 28, 2023 11:06 AM

Number of Pages: 42

BY-LAWS

*****Examined and Charged as Follows*****

Total Recording: \$ 196.00

*****THIS PAGE IS PART OF THE DOCUMENT*****

Any provision herein which restricts the Sale, Rental, or use of the described REAL PROPERTY because of color or race is invalid and unenforceable under federal law.

File Information:

Document No: 3433821
Receipt No: 20230328000132
Recorded On: March 28, 2023 11:06 AM
Deputy Clerk: Horacio Garza
Station: CH-1-CC-K12

Record and Return To:

Greengate Grove Property Owners Assoc
2135 S Bentsen Palm Drive
PCI - Original Returned to Customer
Palmview TX 78572



STATE OF TEXAS
COUNTY OF HIDALGO

I hereby certify that this Instrument was FILED in the File Number sequence on the date/time printed hereon, and was duly RECORDED in the Official Records of Hidalgo County, Texas.

Arturo Guajardo Jr.
County Clerk
Hidalgo County, Texas

**Amended and Restated Bylaws of Greengate Grove Property
Owners' Association
Table of Contents**

As restated at the Annual Meeting of February 24, 2023

	Page
I Preamble.....	2
II Definitions.....	2
III Meeting of the Members.....	5
IV Directors, Alternate Directors: Election, Term of Office, Recall.....	7
V Officers: Election, Voting, and Recall.....	8
VI Board Meetings, Executive Session.....	9
VII Powers and Duties of the Board.....	14
VIII Emergency Governance.....	17
IX Powers and Duties of the Officers.....	18
X Committees.....	21
XI Indemnification.....	25
XII Budget, Maintenance Fee, Assessments.....	27
XIII Compensation and Reimbursement.....	28
XIV Books and Records.....	28
XV Amendments and Controlling Documents.....	29
XVI Membership and Title Transfer.....	30
XVII Votes, Thresholds, Quorum and Recall.....	31

ARTICLE I

Preamble

Section 1

The name of the corporation is Greengate Grove Property Owners' Association, doing business as SCOA, (Senior Citizen Owners' Association), hereafter referred to as the Association.

Section 2

The principal office of the Association shall be located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Section 3

It is the intent of the Association to comply with all applicable state and federal regulations.

Section 4

Invalidation of any Association Bylaws by court order or judgment shall in no way affect any other provisions that shall remain in full force and effect.

ARTICLE II

Definitions

Alternate Director means an Alternate Block Director, who is elected by a Block's Owners', and who will act or vote only in the absence of the Director.

Association means Greengate Grove Property Owners' Association, a Texas nonprofit corporation, and its successors and assigns. SCOA (Senior Citizens Owners' Association) may be used synonymously with Greengate Grove Property Owners' Association.

Association Emergency, Emergency Action Directors: Association Emergency means a situation declared and documented by the President following a catastrophic event when a majority of the Board cannot participate in a meeting. Emergency Action Directors means a group of at least five persons formed for crisis management following the declaration of an Association Emergency.

Block means a group of properties formed for governing purposes. There are nine such groups in Greengate Grove.

Block 1: Lots 1-12, 178-216.

Block 2: Lots 13-15, 163-177, 217-247.

Block 3: Lots 16-18, 146-162, 248-275.

Block 4: Lots 276-313.

Block 5: Lots 19-20, 128-145, 314-340.

Block 6: Lots 21-23, 110-127, 341-360, and 422-424.

Block 7: Lots 24-25, 85-109, 361-379, and 419-421.

Block 8: Lots 26-28, 59-84, 380-396, and 416-418.

Block 9: Lots 29-58, 397-415

Board means the Board of Directors, the nine elected Block Directors who are Association leaders entitled to vote at Board meetings.

Bylaws shall mean the Amended and Restated Bylaws of Greengate Grove Property Owners' Association as may be adopted from time to time.

Business Judgment Rule is Texas statute that generally protects Association Directors, Officers, employees, volunteers, committee members; and Association agents, from liability for acts that are within the honest exercise of their business judgment and discretion.

Chair of the Board: May be selected by the Board from its elected members. The Chair shall serve at the Board's pleasure, and may exercise only the authority required to perform assigned duties.

Catastrophic Event means any natural disaster, act of terrorism, or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the Membership, infrastructure, governing functions of the Association and whose budgetary effect exceeds the President's discretion.

Common Area means all real property and improvements owned by the Association for the common use and enjoyment of Owners'.

Covenants means the Declaration of Covenants, Conditions and Restrictions that are recorded in Hidalgo County, Texas.

Director means a Member elected by a Block's Owners' to represent them and hold a seat on the Board.

Emergency shall mean the inability of a majority of the Association's Board to readily participate in a meeting in order to manage a catastrophic event.

Executive Committee means the President, Vice President, Secretary and Treasurer. Executive Committee members have the right to participate in discussion at meetings.

Executive Session means a meeting of the Board and Executive Committee that is closed to Members. Conditions under which an Executive Session is permitted are spelled out in Article VI, Section 3.

Fiscal Year means the Association's calendar period for tax and accounting purposes, which runs from April 1 through March 31 of the next year.

Governing Documents include the Articles of Incorporation; amended and restated Declaration of Covenants, Conditions and Restrictions; and the amended and restated Bylaws.

Greengate means the Greengate Grove Property Owners' Association and may be used synonymously with Association or SCOA.

Lot means any numbered lot or plot of land shown in any recorded subdivision map or plot.

Maintenance Fee means the Association's regular monthly assessment due for each Lot owned and due the first day of each month.

Majority shall equal a total which is more than half of the number of the members of the Board and shall constitute a quorum.

Member means any person entitled to Association membership and rights, and is synonymous with Owner. Restrictions on Member rights are delineated in the Covenants.

Multiple Lots or Owners'. In the event the record owner of any Lot includes more than one person or entity, record Owners' of said Lot shall decide among themselves how to cast their vote based on the "one-lot, one-vote" basis. Fractional Lots shall be voted in a similar manner. For example,

if a Member owns a half-lot, they are entitled to one-half vote, or if they own one and two-third Lots, they are entitled to one and two-thirds votes.

Officer refers to the elected President, Vice President, Secretary, Treasurer, and their assistants. They are not entitled to vote, except when the President is required to vote to break a Board tie. Assistants may act only in the absence of their Officer.

Owner means the titleholder by duly recorded deed in the Official Records of Hidalgo County, Texas, whether one or more persons or entities, of any lot in Greengate. Owners' have automatic membership in SCOA. Owner may be used synonymously with Member.

Quorum shall mean a majority of the number of the Board members for the transaction of business. Every act or decision done or made by a majority of the Board of Directors present shall be regarded as an act of the Board.

SCOA stands for Senior Citizens Owners' Association, a Texas nonprofit corporation. SCOA is synonymous with Greengate Grove Property Owners' Association (or Association).

They (them, their) will be the single pronoun used and will include all individuals or groups of individuals of every gender.

ARTICLE III

Meeting of Members

Section 1

Annual Meetings: A regular Annual Meeting of Members shall be held at 9:00 AM on the last Friday of February at any Hidalgo County site designated by the Board, for the purpose of electing the offices of President, Vice-President, Secretary, Treasurer, 1st Assistant Treasurer, and 2nd Assistant Treasurer; approving annual reports; approving the annual budget; and the transaction of other business.

- a. A notice giving the place, date, time and meeting purpose shall be provided by the Secretary at least 10 days prior to the meeting by:

1. Posting on the clubhouse and office bulletin boards;
 2. Posting to Association web-based message board;
 3. E-mailing Members with e-mail addresses on file with the Association office.
- b. Voter eligibility, voting methods and procedures are further described in Article V.

Section 2

Nomination Meeting: A Nomination Meeting of Members shall be held at 9:00 AM on the second Friday of January at any Hidalgo County site designated by the Board. The meeting shall be chaired by the President, or in the President's absence, another Executive Officer, and shall be officiated by the Nominating Committee. The meeting purpose is to present the Committee's list of candidates for election, and to accept Officer nominations from the floor.

Section 3

Special Meeting of Members: Special Meetings of the Members may be called by the President, Board, or by petition signed by Owners' representing 10 percent of all Lots. These meetings may be scheduled at any time. A Member petition must be filed with the Executive Committee or a Board member, and shall express an issue and state a desired meeting outcome. The purpose of the proposed meeting must be announced and no other business will be considered. Members must be noticed in the same manner as a Regular Meeting. The President shall preside at a Special Meeting.

Section 4

Quorum: Members owning 25 percent of the Lots recorded on Association books, present either in person or represented by absentee ballot, shall constitute a Quorum for any action except as otherwise provided in the Governing Documents. If a Quorum is not present or represented at any meeting, Members entitled to vote shall have power to adjourn the meeting at any time, without notice other than an announcement at the meeting, until a Quorum shall be present or represented.

Section 5

Adjournment: No presiding Officer may adjourn an Annual or Special Meeting without a motion from the body that has been seconded and passed by a majority vote.

Section 6

Any Member at the Annual Meeting and or Special Meeting may challenge the Chair's decision on a voice, show of hands, or a roll call vote by requesting a written ballot.

Section 7

Block Meetings: Items discussed at the Pre-Board Meeting shall be taken back to the Block Meeting by the Director. Director and Block shall discuss the agenda items for the Regular Board meeting and any additional recommendations from Members, and Members may vote on them if desired. Directors shall acknowledge these vote outcomes at the next Regular Meeting of the Board and Executive Committee but are under no obligation to vote according to Block Members' preferences. Directors shall inform Block Members when voting contrary to a Block vote as soon as feasible, but ideally during both the Block Meeting and Board Meeting.

ARTICLE IV

Directors, Alternate Directors: Election, Term of Office, Recall

Section 1

Number: The number of Directors may be changed only by amendment of Association Bylaws.

Section 2

Eligibility: A Board of nine Directors, who must be Association Members, shall govern Association affairs. A person may not serve on the board of a property Owners' association if the person cohabits at the same primary residence with another board member of the association.

Section 3

Election/term of office: At the February Block meetings, three of the Directors and their Alternate Directors shall be elected separately by secret written ballot and by majority vote of those present (or by proxy) from the Block they will represent, on the election schedule below. Only Members who own a Lot/Lots are eligible to vote for Director and Alternate Director from their Block. Directors and Alternate Directors, who shall serve without pay, must own property in the Block they represent, and are each elected to a term of three years. Results of those elections will be presented at the Annual Meeting.

First year: Blocks 1, 3, 9

Second year: Blocks 2, 6, 7

Third year: Blocks 4, 5, 8

Section 4

Recall, replacement: A Director may be recalled by a petition filed with the Secretary or a Board member and signed by Owners' representing 60 percent of the Lots in that Director's Block. The petition must detail the complaint against the Director. Pending the validation of petition signatures by the Election Committee, the Director may not participate in any Board activity. Notification of removal shall be made by the President and/or Secretary. In the event of a Director's death, resignation, or removal, the Alternate Director shall serve the remainder of the term, and the Block may elect another Alternate Director in a special election.

ARTICLE V

Officers: Elections, Voting and Recall

Section 1: Elections, voting

- a. Election of Officers shall be held by secret written ballot at the Annual Meeting. The term of office shall begin on April 1.
- b. President, Vice President, Secretary, Assistant Secretary, Treasurer, 1st Assistant Treasurer and 2nd Assistant Treasurer shall be elected by the Owners' for two-year terms. All officers shall serve without pay.

- c. No more than one individual sharing the same primary residence may hold any office; or chair the Auditing Committee, Finance Committee, Nominating Committee, Election Committee or Architectural Control Committee.
- d. A candidate must be an Association Member to be eligible for election to any office.
- e. When three or more candidates run for the same office and no one receives a majority of the votes, a runoff election shall be held within 30 days between the two receiving the highest number of votes.
- f. No written ballot may be disqualified by the Election Committee unless it is mutilated or marked such that the voter's intent is unknown.
- g. Any Owner at the Annual Meeting, or a Special Meeting, may challenge the Chairperson's decision on a voice, show-of-hands, or roll-call vote by requesting a written vote.
- h. At the Annual Meeting, Owners' may vote in person, by absentee ballot, by electronic message, or by proxy. If multiple methods are used, one of them must be via absentee ballot. The Board shall document procedures to implement each method before use. Procedures must ensure that only the authorized number of votes are cast and only by those entitled to vote.
- i. Ballots must be returned to the Election Committee, in care of the Greengate office, no later than 5 p.m. the day before the Annual Meeting. The returned ballots shall be placed, unopened, in a sealed ballot box and shall remain in the custody of the Election Committee until ballots are counted. The ballot obtained from the Chairperson of the Election Committee must be stamped by the Chairperson before it can be counted and certified.
- j. After elections are finished, the presiding Officer may entertain a motion to destroy the ballots.
- k. All election results shall be posted on the bulletin board in the Association recreation hall.

Section 2

Recall: An Officer may be recalled by a petition filed with the Secretary, or a Board member, and signed by Owners' representing at least 60 percent of Association Lots. The petition must detail the complaint against the Officer.

Pending validation of the petition signatures by the Election Committee, the Officer may not participate in any Executive Committee activity.

ARTICLE VI

Board Meetings, Executive Session

Section 1

Regular Board meetings: The February regular meeting shall be held one day before the Annual Meeting. Other regular Board and Executive Committee meetings shall be held at 9:00 AM on the fourth Friday of the months November through March. At the March regular meeting each year, the Board may adjust the dates of the November through March meetings as necessary. The dates of the Pre-Board meetings and Block meetings will be adjusted accordingly.

- a. **Member right to comment:** The Board may develop reasonable rules concerning Member's right to comment. However, Members have the right to speak on agenda items either at the beginning of the meeting or during the meeting when the agenda item is being considered. The Board may decide to allow or not to allow Members to ask questions about items not on the agenda.
- b. **Member right to petition the Board:**
 1. Individual Owners' have the right to petition the Board on subjects they feel require attention. To effect action, petitions must detail the issue(s), and shall require signatures of Owners' representing one-third of all Association Lots. Once this requirement is met, the Board must discuss and act on the subject of the petition as an agenda item at the next regular Board meeting.
 2. Petition entries must contain the following information: Lot number, (or partial Lot number, as required), Owner's printed name, Owner's written signature, and date signed.
 3. The Board may require the Election Committee to validate the signatures of Owner petitions.

Section 2

Special board meetings: The President or a majority of Directors may call an appropriately noticed special meeting of the Board and Executive Committee. It is the Secretary's duty to provide the notice.

Section 3

Executive session: The Board and Executive Committee shall be permitted to jointly meet in closed executive session to consider only actions involving personnel, pending or threatened litigation, contract negotiations, enforcement action, confidential communication with an Association attorney, matters involving invasion of privacy of individual Owners', or matters that are confidential by request of the affected parties and by agreement of the Board. Following an executive session:

- a. Any decision made in that session must be summarized verbally and placed in the minutes, in general terms, without breaching the privacy of individual Owners', violating any privilege, or disclosing information that was to remain confidential at the request of affected parties.
- b. The verbal summary must include a general explanation of expenditures approved in executive session.

Section 4

Meetings while not in residence: From April through October, Directors shall be available even when not in residence at Greengate. Directors shall provide contact information, enabling Directors in residence to contact them.

Section 5

Pre-Board meeting: Officers and Directors shall hold Pre-Board meetings at 9:00 AM on the third Thursday of each month, November through March, to develop an agenda for the Regular Meeting.

Section 6

Quorum: A majority of the nine Directors (five) present in person or electronically, as prescribed in statute, shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of

a quorum of Directors present shall be regarded as an act of the Board. In a scenario with a minimum quorum of five directors present at a Board Meeting, three votes shall approve an act or decision.

Section 7

Adjournment: No presiding Officer may adjourn a Board meeting without a motion from a Board member that has been seconded and passed by majority vote.

Section 8

Notice: Directors, Officers and Members shall be given notice of the date, hour, place, and general subject(s) of a regular or special Board meeting, including a general description of any matter to be brought up for deliberation in executive session. It is the Secretary's duty to provide notice, which shall be given at least 144 hours before the start of a regular meeting and at least 72 hours before the start of a special meeting. Notice shall be by:

- a. A posting on the recreation hall and office bulletin boards,
- b. Posting to Association web-based message board,
- c. E-mail to Members who have e-mail addresses on file with the Association office.

Section 9

Action Without Notice: Any action taken without notice to Owners' must be summarized verbally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board meeting. The Board may not, unless done in an open meeting for which proper notice was given to Owners', consider or vote on:

- a. Fines.
- b. Damage assessments.
- c. Initiation of foreclosure actions.
- d. Initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety.

- e. Increases in assessments.
- f. Levying of special assessments.
- g. Appeals from a denial of architectural control approval.
- h. Suspension of an Owner's right(s) before the Owner has an opportunity to attend a Board meeting to present their position, including any defense.
- i. Lending or borrowing money.
- j. Adoption or amendment of a dedicatory instrument.
- k. Approval of an annual budget or approval of an annual budget amendment.
- l. Sale or purchase of real property.
- m. The filling of a Board vacancy.
- n. The construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements.
- o. The election of an Officer.

Section 10

Consent and notice of action: Should the Board, or a duly constituted Committee, find it necessary to take any action without a meeting of the Board or the appropriate Committee, a written consent agreement, signed and dated by the Directors taking that action, shall be completed and forwarded to the President and Secretary. Prompt notice of any such action by the Board or a duly constituted Committee also shall be provided to each Director or Committee Member who did not consent in writing to the action.

Section 11

Workshops: The Executive Committee and/or the Board may hold informal meetings for training and/or information gathering. These meetings shall not be used to deliberate or take action that must be made in an appropriately noticed Board meeting. The President or Board chair will provide a general summary of the workshop at the next regular or special meeting.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1

Powers: The Board shall have power to:

- a. Recommend amendment of the Bylaws to the Membership and adopt upon Member approval.
- b. Recommend proposed budgets for revenues, expenditures, and reserves for Member consideration, and collect regular assessments or special assessments for common expenses from property Owners'.
- c. Hire and terminate managing agents and other employees, agents, and independent contractors. These independent contractors and/or employees may be Association Members. Contracts entered into by authorized others shall be reported to the Board at the next Regular Meeting.
- d. Institute, defend, intervene in, settle, or compromise litigation or administrative proceedings on matters affecting the Association.
- e. Within budget constraints, enter into or authorize others to enter into contracts and incur liabilities relating to the operation of the Association.
- f. Regulate the use, maintenance, repair, replacement, modification, and appearance of the Association.
- g. Make additional improvements to be included as a part of the Common Area.
- h. Grant easements, leases, licenses, and concessions through or over the Common Area.
- i. Impose and receive payments, fees, or charges for the use, rental, or operation of the Common Area, and for services provided to Members.
- j. Impose interest, late charges, and if applicable, returned-check charges for late payments of regular assessments or special assessments.
- k. After notice and an opportunity to be heard are given, collect reimbursement of actual attorney fees and other reasonable costs incurred by the Association relating to violations of the Association's Covenants, Bylaws, and rules.

- l. Charge costs to a Member's assessment account and collect the costs in any manner provided in the Covenants-for the collection of assessments.
- m. Adopt and amend rules regulating the collection of delinquent assessments and the application of payments.
- n. Impose reasonable charges for preparing, recording, or copying amendments to the restrictions, resale certificates, or statements of unpaid assessments.
- o. Purchase insurance and fidelity bonds, including Directors' and Officers' liability insurance, that the Board considers appropriate or necessary.
- p. Propose an annual increase in the regular assessment subject to a vote of the Members.
- q. Subject to the requirements of the Texas Non-Profit Corporation Act (Article 1396-1.01 et seq., Vernon's Texas Civil Statutes) and by majority vote of its Board, indemnify an Association Director or Officer who was, is, or may be made a named defendant or respondent in a proceeding because the person is or was a Director or Officer.
- r. Authorize the Architectural Committee to:
 - 1. Implement written architectural control guidelines for its own use, and record the guidelines in the Hidalgo County real property records;
 - 2. Modify the guidelines as the needs of the Association change.
- s. Exercise other powers conferred by Association Covenants, Articles of Incorporation, or Bylaws.
- t. Exercise other powers that may be exercised in Texas by a corporation of the same type as the Association.
- u. Exercise other powers necessary and proper for the governance and operation of the Association.
- v. Powers enumerated in this section are in addition to any other powers granted to a property Owners'' association by this chapter or other law.

Section 2

Duties: It shall be the duty of Directors and/or the Board to:

- a. Discharge Directors' duties, including as a committee member, in good faith, with ordinary care, and within their scope of authority; and uniformly enforce rules in a manner they reasonably believe to be in the best interest of the Association.
- b. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to Members by other provisions of the Bylaws, Articles of Incorporation, or Covenants.
- c. Cause to be kept a complete record of all its acts and corporate affairs.
- d. Supervise Association Officers, and ensure that their duties are performed.
- e. Issue, or cause an appropriate Officer to issue, upon demand by any Member, a certificate stating whether any assessment has been paid. The Board may make a reasonable charge for the issuance of certificates. A certificate stating an assessment has been paid shall be conclusive evidence of payment.
- f. Procure and maintain adequate liability and hazard insurance on Association property, as well as adequate Director and Officer liability insurance.
- g. If deemed appropriate, cause all Officers or employees having fiscal responsibilities to be bonded.
- h. Cause the Common Area to be maintained.
- i. Participate in the decision process and vote on issues before the Board, except when participation would be a conflict of interest.
- j. Restrict otherwise unrestricted funds for specific projects.
- k. Limit the total accumulation of unrestricted cash and investments.
- l. Corporate property, real or personal, wherever located, shall be under the control of the Board and/or appointed Committee. No motorized Association property may be borrowed or removed from its normal location for personal use.
- m. Declare the office of a Board member vacant if they are absent from three consecutive regular Board meetings, and seat the Alternate

Director prior to the conduct of business at the next Regular or Special Meeting.

- n. Adopt, implement, and publish rules and regulations governing the use of the Common Areas and facilities.
- o. Prescribe duties of independent contractors, or such other employees as necessary.

ARTICLE VIII

Emergency Governance

Section 1

Emergency defined

An Association Emergency exists if a majority of the Board cannot participate in a meeting following the occurrence of a catastrophic event.

Section 2

Emergency governance

Every possible avenue of communication shall be explored in an attempt to reach a majority of the Board so that a meeting concerning the event can be held.

- a. If a majority of the Board cannot participate in a meeting, the President shall declare and, as soon as feasible, document in writing the existence of an Association Emergency. Members of the Executive Committee or Committee Chairpersons may then be enlisted to supplement the available Directors.
 - 1. A group of at least five persons, designated Emergency Action Directors, shall be formed. Their service shall cease when a quorum of Directors is available to take control of the situation.
 - 2. Emergency Action Directors shall have the budgetary authority to make immediate repairs to Association property or equipment when delay could cause additional damage or expense to the Association, or when the health and welfare of Owners' or residents may be at risk.

3. Emergency Action Directors shall not have the authority to change, amend or update the Association's governing documents, and shall make every attempt to comply with these documents while considering the extent of the situation.
- b. An Emergency Action Director shall be designated to document the President's declaration, and meetings and/or actions concerning the situation. Copies of the declaration, and minutes of meetings and/or actions, shall be furnished to the Board, President, and Secretary; and shall be presented to Members at the next Board meeting.

ARTICLE IX

Powers and Duties of Officers

Section 1

President:

- a. Powers: The President is the Association's Chief Executive Officer and has the power to implement Board decisions. As authorized by the Board, the President may hire employees and contractors and arrange for professional services; and is authorized to sign documents on behalf of the Association. The President also may appoint ad hoc committees.
- b. Duties: The President shall:
 1. operate the Association in accordance with its Governing Documents;
 2. safeguard Association assets and exercise general supervision over affairs of the Association, its property, contractors and employees;
 3. represent the Association to all outside entities;
 4. work closely with the Members, the Board and other Officers;
 5. cooperate with the Board to write meeting agendas;
 6. preside at Board meetings and at Member Meetings;
 7. in conjunction with the Treasurer, present the Annual Report;
 8. be an ex-officio member of all committees, without vote;
 9. have no vote at Board meetings except to break a tie.

Section 2

Vice President: The Vice President shall perform the duties of the President only in the absence or inability of the President to perform, and also shall serve as an aide to the President, performing other duties as assigned by the President.

Section 3

Secretary: The Secretary shall have the care and custody of all Association records, minutes and correspondence; and shall work with the Board and President to prepare the agenda, provide notice of meetings, and keep and sign approved minutes for each Board and Member meeting. The Secretary shall perform other duties as assigned by the Board and/or the President.

Section 4

Assistant Secretary: The Assistant Secretary shall work in concert with the Secretary, and shall perform those tasks assigned by the Secretary. The Assistant shall perform the duties of the Secretary only in the absence or inability of the Secretary to perform.

Section 5

Treasurer: The Treasurer is the Association's Chief Financial Officer and shall follow generally accepted accounting principles and business practices, and applicable Texas state law. The Treasurer shall:

- a. be a member of the Finance Committee;
- b. safeguard Association assets;
- c. assist in the development and maintenance of the Annual Budget;
- d. provide guidance to the Office staff;
- e. work cooperatively with internal and/or external auditors;
- f. file appropriate local, state and federal reports;
- g. provide accurate and timely financial statements and information to the Board, Officers, and Members;
- h. ensure that financial reports for the previous fiscal year, along with records and books, are submitted to the Auditing Committee for review by April 30.

Section 6

First Assistant Treasurer: The First Assistant Treasurer shall work in concert with and perform duties as assigned by the Treasurer, and shall perform the duties of the Treasurer only in the absence or inability of the Treasurer to perform.

Section 7

Second Assistant Treasurer: The Second Assistant Treasurer shall work in concert with and perform duties as assigned by the Treasurer, and shall perform the duties of the Treasurer only in the absence or inability of the Treasurer or First Assistant Treasurer to perform.

Section 8

Term: Officers shall be elected biennially by the Members, and each shall hold office for two years.

Section 9

Special Appointment: The Board may appoint any official(s) that the Association may require, and shall determine their term of service, authority and duties.

Section 10

Resignation: Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect in accordance with the terms of the notice.

Section 11

Vacancies: The Board may fill any Officer vacancy by appointment, and the new Officer shall serve the remainder of the resigning Officer's term.

Section 12

Parliamentarian: The President may appoint a Parliamentarian, who shall attend all Board meetings and Member meetings and provide assistance as required.

ARTICLE X COMMITTEES

Section 1

General:

- a. The Board shall annually appoint Members to the standing committees: Nominating; Election; Auditing; Architectural; Long Range Planning; Activities; Finance; 55 and Over Compliance; and Bylaws, Covenants and Documents.
- b. The President or the Board may appoint any ad hoc committee they deem necessary.
- c. The name, lot number and telephone number of each committee chair shall be posted on the Recreation Hall bulletin board and on the Association web-based message board.
- d. All committees shall be responsible to their appointing authority for their actions.

Section 2

Nominating Committee: The Board shall appoint a Nominating Committee, consisting of a chairperson and two or more Members, at least ninety (90) days prior to the Annual Meeting.

- a. The Nominating Committee shall actively seek nominees interested in performing the duties of any Officer, and shall nominate one or more Members for the offices of President, Vice President, Secretary, Assistant Secretary, Treasurer, 1st Assistant Treasurer and 2nd Assistant Treasurer. Any Member who wants to run for office may apply without being nominated by the Nominating Committee by contacting any Officer or Director, or by being nominated from the floor at the Annual Meeting.

- b. The Chairperson of the Nominating Committee shall post nominations on the bulletin board in the Recreation Hall at least thirty days prior to the Annual Meeting, and shall send a copy of nominations to the Election Committee.

Section 3

Election Committee: The Election Committee shall consist of at least four Members, and shall be appointed after the Annual Meeting and prior to the next regularly scheduled Board meeting. Election as referred to in this section may describe either a method of choosing officers, or a referendum to decide an issue by direct Member vote. The Election Committee shall be responsible for determining voter eligibility, the validity of owner-sponsored petitions, and the number of votes each Member may cast; and shall provide absentee ballots and proxy ballots for all meetings or elections. Election Committee ballot work shall protect the secrecy of the voter's choice.

- a. The Election Committee is authorized to issue proxy ballots or absentee ballots to Owners' or their legal representative.
- b. Proxy ballots and absentee ballots shall be issued for a single, specific Annual Meeting vote, Special Meeting vote or Block Meeting vote and shall be serialized, revocable and dated.
- c. Proxy ballots shall include the ballot issue; the Owner's printed name, address and signature; and the signature of the person casting the Proxy vote.
- d. Proxy ballots are not transferable.
- e. The Election Committee shall maintain a written log of proxy ballots and absentee ballots issued.
- f. The Election Committee shall provide the Association Office with a copy of the current proxy ballots or absentee ballots and a log of those issued. The Association Office shall issue copies of the log to Owners' upon request.

Section 4

Auditing Committee: The Auditing Committee shall consist of two or more qualified Members to provide an internal audit. The Treasurer's books and Annual Report shall be audited after the fiscal year ending each March 31. The auditor's report must be submitted to the Board a minimum of five days prior to the January Board meeting. At the Board's discretion, a qualified external auditor may be engaged to provide an independent audit.

Section 5

Architectural Committee: The Architectural Committee shall consist of a Chairperson and two other members. No member of the Board or anyone who cohabits at the same primary residence may be appointed or elected to serve. This Committee shall be responsible for enforcing the provisions of the Covenants and/or applicable rules and regulations of the Association. Committee action may include, but is not limited to, consulting with city, county or state officials for code compliance. Unresolved problems or violations shall be referred to the Board for resolution. In time-sensitive situations where the Architectural Committee is not in residence, two members of the Board may attempt to resolve architectural problems or violations.

Section 6

Long Range Planning Committee: The Long Range Planning Committee shall consist of a Chairperson and three or more Members, of whom two shall be Directors. The Chairperson of the Long Range Planning Committee may be a Director.

- a. The Long Range Planning Committee may annually recommend to the Board additions or modifications to the Association's buildings, grounds and other facilities. The Long Range Plan shall include an index of all repair and replacement projects approved by the Board, along with final outcome of prior recommendations.

Section 7

Activities Committee: The Activities Committee shall consist of a chairperson, activity coordinator, and three or more members to perform the following duties:

- a. Be responsible for the collection and expenditures of all money raised or spent in connection with special recreational functions.
- b. The Committee shall enlist an Assistant Treasurer to account for Committee finances, and shall remit money to the Treasurer for deposit. The Committee shall not establish a separate bank account.
- c. Be responsible for scheduling the use of recreational facilities.

- d. The Activities Committee shall respond to requests from any Member or group of Members who wish to use the recreational facilities for a function that calls for the collection of fees or donations, or which will incur any expense beyond normal operation expenses. Those requesting also shall submit a financial report to the Committee and reimburse the Association for any extraordinary expense.

Finance Committee: The Finance Committee shall consist of five or more Members and shall include the Treasurer.

- a. The Finance Committee shall assist the President in preparation of the annual budget.
- b. All questions concerning Association finance shall be referred to the Committee for review. After consideration, the Committee shall submit its recommendation to the Board. The Board shall convey any decision to the questioner.
- c. The Finance Committee, with Board approval, may transfer funds between Budget categories as long as the bottom line of the Budget is not exceeded.

Section 9

55 and Over Compliance Committee: The 55 and Over Compliance Committee shall consist of a chairperson and two members.

- a. The Committee shall maintain records that demonstrate SCOA continually meets age exemption requirements of the Housing for Older Persons Act of 1995 using guidelines and procedures that adhere to the "Implementation Rules" of 1999 for the Housing for Older Persons Act of 1995.

Section 10

Bylaws, Covenants and Documents Committee: The Bylaws, Covenants and Documents Committee shall consist of a chair, three Members, and a Board liaison. Additional members may be assigned as needed.

- a. The committee is an advisory body supporting the Board and Members regarding interpretation of, and changes to, Association governing documents and policies.

- b. Association governing documents include: 1. Articles of Incorporation; 2. Covenants, Conditions and Restrictions; and 3. Bylaws.
- c. Association policies include all regulations and procedures approved by the Board or Executive Committee.

ARTICLE XI

Indemnification

Section 1

Indemnity for Association Directors, Officers, employees, volunteers and committee members: The Association shall indemnify a Member who serves, or has served at any time, as a Director, Officer, employee, volunteer or committee member for all expenses and liabilities reasonably incurred by or imposed upon the Member in connection with any threatened, pending or completed action, suit or proceeding in which they may be involved because of their service.

- a. Indemnity shall not be provided for any Member in any matter if they have not met the presumptions of the Business Judgment Rule, or if they have been found guilty of a criminal offense in that matter.
- b. The indemnification provided extends to heirs, executors and administrators of indemnitees. The right of indemnification shall be in addition to and not exclusive of other entitled rights.
- c. Indemnification constitutes a contract between the Association and the indemnified. This indemnification right applies and cannot be amended for covered acts or omissions which occurred prior to that amendment, unless such amendment was voted by or was made with the written consent of the indemnitee.
- d. A person seeking indemnification shall promptly notify the Association in writing of any action to which indemnification may be applied. The Association, at its own expense, or through its insurance carrier, shall conduct a competent defense of the indemnitee. Those indemnified shall have the right, at their option and at their expense, to provide counsel of their choosing.

e. Obligations of the Member

1. Failure of the Member to promptly notify the Association within a reasonable time of any threatened, pending or completed action, suit or proceeding in which they may become involved by reason of their service may constitute a breach of contract. This failure may void the Association's indemnity obligation to the Member and the insurance carrier's liability to defend and to pay covered damages or judgments issued against the Member or Association,
2. The Member shall fully cooperate with the Association and its legal representatives in the investigation and defense of any action, claim or other matter covered by indemnification obligations.

Section 2

Indemnity for Others: The Association shall have the power, allowed by statute to indemnify others who qualify as agents against expenses including attorney's fees, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising from their relationship with the Association.

Section 3

The Business Judgment Rule: May create a presumption indemnitees took ordinary care and acted in good faith, on an informed basis, and in the honest belief that the action taken was in the best interest of the Association.

- a. Ordinary care is defined as care, including reasonable inquiry, that an ordinarily prudent person in a like position would use under similar circumstances.
- b. For the Business Judgment Rule to apply, one must take action or make a decision. Inaction is not protected. However, the Business Judgment Rule does apply if one actively decides, that is, votes not to take a specific action.

ARTICLE XII

Budget, Maintenance Fee, Assessments

Section 1:

Budget and Maintenance Fee

- a. The President and Treasurer, with assistance from the Finance Committee, shall prepare and present to the Board a proposed budget of revenue and expense for the new fiscal year. (The Association's fiscal year runs April 1-March 31.)
- b. The budget shall include a list of proposed expenditures, as well as the monthly maintenance fee necessary to meet those obligations.
- c. The Board shall review, consider, and approve the proposed budget, expressly identifying the proposed monthly maintenance fee by lot, then provide the proposal to Members no later than thirty days prior to the Members Annual Meeting. The proposal shall be placed on the ballot as a singular item for Member consideration at the Annual Meeting.
- d. Should the proposed budget not receive a majority vote, the Board shall revise the budget in coordination with the Executive Committee and the Members. Within thirty days of the vote rejecting the budget, the Board shall hold a Special Meeting of Members for their consideration of the revised budget.
- e. The maintenance fee shall be deemed a debt due, owed and payable on the 1st of each month.
- f. The maintenance fee may be prepaid.

Section 2:

Special Assessments

- a. Each owner is obligated to pay any Association special assessment, which is secured by a continuing lien upon the property against which the assessment is made. Any assessment not paid within thirty days after the due date shall bear interest from the due date at the rate of ten percent per annum and a penalty of \$10.00 per month.
- b. No owner may waive or otherwise escape liability for a special assessment by non-use of the Common Area or abandonment of their lot.

ARTICLE XIII

Compensation and Reimbursement

Section 1

All Officers, Directors and Committee Chairs shall serve without compensation.

Section 2

An Officer, Director, Committee Chair, or Member may be reimbursed for approved personal expenditures made on behalf of the Association after proper documentation is submitted to the Treasurer. Approved expenditures include but are not limited to those approved by budget, policy or resolution.

ARTICLE XIV

Books and Records

Section 1

The Association shall keep and retain at its Office correct and complete books and records, which at a minimum shall include:

- a. Articles of Incorporation;
- b. Covenants;
- c. Bylaws;
- d. Financial books and records;
- e. Records of current Members;
- f. Contracts;
- g. Minutes of Board, Member and Committee meetings;
- h. Tax returns;
- i. Audited financial statements.

Section 2

Any Member, after written demand to the President, has the right to examine and copy, at their own expense during normal business hours, Association books and records, either in person or by agent, accountant, or attorney.

Section 3

The Association shall be responsible for developing, posting, and enforcing rules regarding Member access to records that comply with Texas Property Code, Section 209.005.

Section 4

Association Officers or Directors may examine books and records maintained under Section 3.152, (Books and Records for all Filing Entities), and other Association books and records for any purpose related to their service.

ARTICLE XV

Amendments and Controlling Documents

Section 1

The Bylaws may only be amended at the Annual Meeting of Members by a vote of the Members representing sixty six and two thirds percent of the lots either present in person, by proxy, or by absentee ballot.

Section 2

In the case of any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Covenants and the Bylaws, the Covenants shall control

ARTICLE XVI

Membership Title Transfer

Section 1

Membership shall accrue with Association Ownership and shall have no cash value, and all rights or interest in the Association are transferred to the new owner.

Section 2

Members selling Association lots shall advise the Office of the new owner's name and address.

ARTICLE XVII
Votes, Thresholds, Quorums and Recall

Board Meetings

Meeting Type	Called By	Notice	Quorum	Votes Required
Regular	Bylaws	144 hours prior to Meeting	Majority of All Directors (5)	51% of Directors in attendance
Special	President or a majority of the Board	72 hours prior to Meeting	Majority of All Directors (5)	51% of Directors in attendance
While Not in Residence	President or a majority of the Board	72 hours prior to Meeting	Majority of All Directors (5)	51% of Directors in attendance
Without Notice	President or a majority of the Board	72 hours prior to Meeting	Majority of All Directors (5)	51% of Directors in attendance
Member Petition to Add Agenda Item	Member petitioner	Not Applicable	Majority of All Directors (5)	51% of Directors in attendance

Meetings of Members

Meeting Type	Called By	Notice	Quorum	Votes Required
Annual	Bylaws	10 days prior to meeting	25% of Owners' of all Lots	To amend Bylaws - Members representing 66 2/3% all Lots
				All other Motions Members representing 51% of all Lots
Special	Petition signed by the Owners'	10 days prior to meeting	25% of Owners' of all Lots	Members representing 51% of all Lots

	of 10% of all Lots			
Nomination	Bylaws	10 days prior to meeting	25% of Owners' of all Lots	None, nominations from the floor must be accepted by the nominee

Recall of Officers and Directors

<p>Directors - petition filed with the Secretary or a Board member and signed by Owners' representing 60 percent of the Lots in that Director's Block</p>
<p>Officer - petition filed with the Secretary, or a Board member, and signed by Owners' representing at least 60 percent of Association Lots.</p>

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

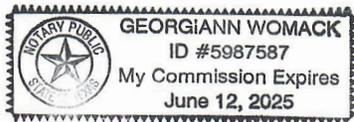
BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared Lisa Hoglund, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Lisa Hoglund
(Signature of affiant)

Lisa Hoglund
Name
2404 Bobdink Cir W.
Address
Palmview TX 78572
City, State, Zip Code/

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by Lisa Hoglund.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared Linda J. Hatch, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Linda J. Hatch
(Signature of affiant)

Linda J. Hatch
Name
2513 Bobolink Cir. W.
Address
Palmview TX 78572
City, State, Zip Code/

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by Linda J. Hatch.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared Robert M. Strickland, Jr. known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Robert M. Strickland, Jr.
(Signature of affiant)

Robert M. Strickland, Jr.
Name
2419 Bobolink Cir E.
Address
Palmview, TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by Robert M. Strickland, Jr.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared MICHAEL KRUPSKY known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Michael Krupsky
(Signature of affiant)

Michael Krupsky
Name
203 Bobolink Cir. N.
Address
Palmview TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by Michael Krupsky.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared GARY SULLIVAN, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Gary Sullivan
(Signature of affiant)

GARY SULLIVAN
Name
2500 Starling Cir. W.
Address
PALMVIEW, TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by GARY SULLIVAN.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared Nyhlia Kempke, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Nyhlia Kempke
(Signature of affiant)

Nyhlia Kempke
Name

305 Starling Cir. N.
Address

Palmview TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by Nyhlia Kempke.



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared KATHRYN M. MELKA, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Kathryn M. Melka
(Signature of affiant)

KATHRYN M. MELKA
Name

2107 Blue Jay St.
Address

Palmview TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by KATHRYN M. MELKA



Georgiann Womack
[Notary Public's Signature]

[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared RACHEL VEERMAN, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.

Rachel Veerman
(Signature of affiant)

RACHEL VEERMAN
Name
313 Starling Cir. N
Address
Palmview, TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by RACHEL VEERMAN.



Georgiann Womack
[Notary Public's Signature]

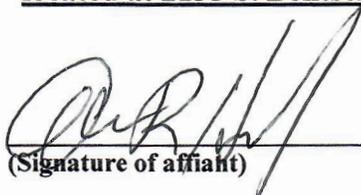
[Personalized Seal]

GENERAL AFFIDAVIT

State of Texas
County of Hidalgo

BEFORE ME, the undersigned Notary, Georgiann Womack on this 24th day of March 2023, personally appeared ALAN R. HISEL, known to me to be a credible person and of lawful age, who being by me first duly sworn, declared that the statements therein contained are true and correct and says:

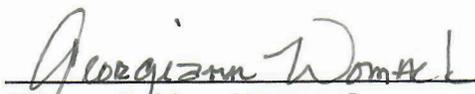
The attached document is a true and complete 2023 Corporate Bylaws pertaining to Green Gate Grove Property Owners' Association, d/b/a Senior Citizens Owners Association (SCOA), located at 2135 S. Bentsen Palm Dr., Palmview, TX 78572.


(Signature of affiant)

ALAN R. HISEL
Name
2418 Starling Cir. E
Address
PALMVIEW, TX 78572
City, State, Zip Code

Sworn to and subscribed before me Georgiann Womack on the 24th day of March 2023, by ALAN R. HISEL.




[Notary Public's Signature]

[Personalized Seal]