



***Bylaws  
of the  
Estates at Shannon Ridge  
Homeowners' Association, Inc.***

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## ARTICLE I

### NAME AND PURPOSE

**Section 1. Name.** The name of this organization shall be The Estates at Shannon Ridge Homeowners' Association, Inc.

**Section 2. Purpose.** The purpose of this non-profit organization shall be to preserve and enhance the value of the property and improve the quality of life in The Estates at Shannon Ridge Subdivision.

**Section 3. Mission.**

- To promote neighborhood cohesiveness.
- To enforce existing subdivision deed restrictions affecting The Estates at Shannon Ridge, recorded in the Official Public Records of Wilson County, Texas.
- To support neighborhood beautification activities and projects.
- To sponsor neighborhood social functions.
- To support anti-crime activities.

## ARTICLE II

### DEFINITIONS

**“Absentee Ballot”** means a secret ballot obtained for use in the elections of Board of Directors of the Association in lieu of voting in person.

**“Association”** means The Estates at Shannon Ridge Homeowners' Association, Inc.

**“Board”** means the Board of Directors of the Association.

**“Cause”** as used with reference to the removal of a Board member means a just, not arbitrary, cause; one relating to a material matter, or affecting the Association's interest; a cause relating to or affecting administration of office and of substantial nature directly affecting the Association's rights and interests; not performing the duties of the office; commission of fraud, embezzlement, misappropriation, willful misconduct, or when one has a responsibility to act in the interest of another person and fails to do so.

**“Certificate of Formation”** means the Articles of Incorporation.

**“HOA”** means Homeowners' Association.

**“Limited Proxy”** means:

- A. A document that a member signs to appoint another member to vote on his or her behalf at Association meetings, or;
- B. a member may delegate his/her voting power to another member, to enable a vote in his/her absence at Association meetings, and;
- C. can be used to help establish a quorum.

**“Lot and/or Lots** means the original lot(s) shown upon the Shannon Ridge Subdivision plats.

**“Member”** means the owner(s) of any lot or lots in the Shannon Ridge Subdivision, although to be a voting member is voluntary, and provided annual dues are paid in full and current for each lot.

**“Owner”** means the owner(s) of record as filed and recorded in the Official Public Records of Wilson County, Texas, or his or her heir(s), whether one or more persons, of the contract title to any home or undeveloped property inside the Shannon Ridge Subdivision.

**“Shannon Ridge Subdivision”** means The Estates at Shannon Ridge Subdivision.

**“Subdivision Plats”** means the maps or plats of the Shannon Ridge Subdivision, recorded in the Map or Plat Records of Wilson County, Texas.

**“Voting member”** means a(n) owner(s) of any lot in the Shannon Ridge Subdivision, shall have one vote per lot owned provided annual dues are paid in full and current. Owners of multiple lots may hold membership for each lot, provided annual dues for each lot are paid in full for the current year.

### **ARTICLE III**

#### **MEMBERSHIP**

**Section 1. Eligibility.** Membership in the Association is not mandatory but is encouraged for property owners of the Shannon Ridge Subdivision and shall be open to all persons who are owners of homes or undeveloped property in the Shannon Ridge Subdivision, Wilson County, Texas.

**Section 2. Voting Rights.** Voting members must be current in dues payment to be eligible to vote.

**Section 3. Member Duties.** Members are encouraged to attend and participate in all HOA meetings and to vote when needed. Members are advised to keep their contact information current in order to receive timely Association information. No one may act or speak on behalf of the Association unless authorized to do so, in writing in advance, by the Board. No member of the Association may use any information obtained through Association membership for commercial purposes or any other purposes inconsistent with these bylaws.

**Section 4. Limited Proxy.** Should a member be unavailable for an upcoming general, annual or special meeting, if said member wishes to vote or opine on an issue, a form will be obtained and signed by said member and either, given to a member of the Board or another voting member for the meeting in question three (3) days prior to said meeting. If the form is given to another voting member, that voting member shall notify a member of the Board. The limited proxy will terminate at the conclusion of said meeting for which it was intended. The limited proxy will also be deemed null and void should said

issue being voted upon has changed in meaning. The limited proxy shall be used to establish a quorum. The limited proxy shall not be used in electing Board members (see Elections and Voting – bylaws [Article IX, Section 3](#)).

**Section 5. Termination.** Membership will automatically be terminated if payment of dues in full is not received by December 31<sup>st</sup> for the new calendar year. If there are extenuating circumstances, upon written request by a member, the Board will make a determination for a possible extension of dues payment to continue the member's membership status.

**Section 6. Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of dues may be reinstated upon payment of dues in full for the current calendar year.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 1. Composition.** The Board shall be composed of members as follows: the president, vice president, secretary, treasurer, parliamentarian, and subdivision representatives.

The past president shall be a non-voting member of the Board for one year immediately following his/her term as president, unless elected to another office or appointed as a subdivision representative. Should the past president remain off the Board, it is the prerogative of the Board to have the past president continue past one year in a non-voting capacity for the consideration of the past president's expertise in serving previously on the Board should the past president be so inclined.

**Section 2. Authority and Responsibility.** With approval of the membership, the affairs of the Association, , shall be managed by the Board, which shall have supervision, control and direction of the Association, shall determine its business policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board shall act for and on behalf of the Association between sessions of the annual meeting to establish interim policy. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board shall provide reports to the membership after each board meeting, membership meeting, and special meeting if such occurs. The Board shall designate special committees as deemed necessary.

- 3. Duties.** The duties of the Board shall include, but not be limited to:
- A. Cause the accounts of the Association to be verified annually.
  - B. Assist the treasurer and/or a budget committee if exists, in preparing an itemized budget report for the upcoming fiscal year to the Association for their review, approval, and approve such amendments to the budget as may be necessary or appropriate.
  - C. Adopt rules and regulations for the conduct of the affairs of the Association.

- D. Determine policies and standards for any publication, whether by USPS, email or website, of the Association.
- E. Retain professional services as may be deemed necessary or advisable for the proper conduct of the Association business.
- F. Perform such other duties as are prescribed or permitted by the laws of the State of Texas.

**Section 4. Qualifications.** Only voting members of the Association shall serve on the Board. Only one member of a household at a time shall be an elected Board member. No Association member shall serve as an officer and a subdivision representative at the same time.

**Section 5. Terms.** Each Board member shall serve for 2 years, except for the treasurer who shall always serve a 3-year term. The offices of president, secretary and subdivision representatives 1, 3 & 5 (if 5 exists) shall be elected in odd numbered years. The vice president, parliamentarian and subdivision representatives 2, 4 & 6 (if 6 exists) shall be elected in even numbered years. This staggered approach will provide Board continuity.

**Section 6. Term Limits.** Each Board member shall serve a maximum of two consecutive terms (4 years, treasurer 6 years) or until their successors are elected.

**Section 7. Quorum.** A majority of the members of the Board shall constitute a quorum.

**Section 8. Board Meetings.** There shall be at least four scheduled meetings of the Board annually. The schedule for meetings shall be set forth in the Standing Rules. The Board shall take action to set the time, date, and place for the meetings, and give notice to the membership. Members (voting and non-voting) can attend board meetings in accordance with the Standing Rules.

**Section 9. Special Meetings.** Special meetings of the Board may be called at the request of a quorum of the Board. Notice of any special meeting of the Board shall state the time, date, and place of the meeting, and give notice to the membership. The agenda shall include the purpose for which the special meeting was called.

**Section 10. Executive Sessions.** Executive sessions may be held by the Board in certain situations. Executive sessions are permitted when the Board is meeting with its attorney on litigation, or a settlement offer; deliberating personnel or homeowner matters; or discussing certain financial contract negotiations.

**Section 11. Compensation.** No officers or subdivision representatives shall receive compensation for any service he or she renders to the Association. However, any Board member may be reimbursed for expenses incurred in the performance of his or her duties if such expenses were pre-approved by the Board.

**Section 12. Removal.** Any Board member who is absent from 3 consecutive meetings to include Board meetings, membership meetings and/or special meetings will forfeit his/her position. Should the position be declared vacant through forfeiture, it shall be filled by the Board under bylaws [Article IV, Section 13](#) – Vacancy.

Officers may be removed for cause by a simple majority of the votes cast by voting members of the Association. The members and the officer subject to removal shall receive at least a 15-day notice prior to the meeting where the matter is to be considered, and the officer shall be given an opportunity to be heard at the meeting. Should the officer be removed, the position will be declared vacant and subject to being filled by the Board under bylaws [Article IV, Section 13](#) – Vacancy.

**Section 13. Vacancy.** In the event of a vacancy, the Board shall appoint a voting member to fill the position for the remainder of the original term for which he/she was appointed to fill.

**Section 14. Resignation.** Any Board member may resign at any time by giving written notice to another member of the Board. Such resignation shall take effect on the date of receipt of such notice or at a later time specified therein; and, unless otherwise specified therein, the acceptance of such shall not be necessary to make it effective.

## ARTICLE V

### OFFICERS

**Section 1 – Officers.** The officers of the Association shall be president, vice president, secretary, treasurer, and parliamentarian.

**Section 2. President.** The president shall be the principal elected officer of the Association, preside at all meetings of the Board and the Association, and supervise all of the business affairs of the Association, subject to the direction and control of the Board.

**Section 3. Vice President.** The vice president shall assist, fulfill the duties of the president in case of the president's absence or inability to serve, and shall perform other duties as requested by the president or the Board.

**Section 4. Secretary and Historian.** The secretary shall be the principal recording officer of the Association and shall, in general, record all votes and minutes of the proceedings of the Association. In addition, the secretary shall act as historian to the Association, keeping running records of the Association.

**Section 5. Treasurer.** The treasurer shall be the principal financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; shall have charge and custody of all funds of the Association, both dues collection and disbursement; shall deposit all funds in a bank in the name of the Association. The treasurer shall present a report at all Board meetings, general, and annual membership meetings. All physical checks will be signed by 2 officers and e-checks will require verification by two (2) Board members via email. The treasurer and 2 other Board members will be authorized by the president to sign checks.

Should the treasurer, either through the occurrence of term limits, election results, or resignation, vacate the office, he/she can at his/her discretion, remain as a financial consultant to the new treasurer and/or board in a non-voting capacity to offer his/her expertise with the Association's finances.



**Section 6. Parliamentarian.** The parliamentarian shall assist and advise the president on points of order in conducting all business meetings and see that all meetings are conducted according to Roberts Rules of Order, Newly Revised, which shall be the authority on all questions of parliamentary law; assist the members of the Association to conduct the business of the Association effectively, efficiently, and with fairness, while protecting the democratic process to ensure the members' rights are protected.

## ARTICLE VI

### SUBDIVISION REPRESENTATIVES

**Section 1. Number.** There shall be no more than 6 (six) and not less than 4 (four) subdivision representatives who serve on the Board.

**Section 2. Duties.** The duties of the subdivision representatives shall include, but not be limited to:

- A. Serve as a communications link between members and the board.
- B. Recruit new members for the Association.
- C. Express the concerns of property owners to the Board.
- D. Attempt to mediate disputes between neighbors, and if not resolved, bring the issue before the Board.

## ARTICLE VII

### FINANCIAL ADMINISTRATION

**Section 1. Calendar Year.** The calendar year shall be from January 1 to December 31.

**Section 2. Dues.** Initial annual dues shall be \$50.00, payable to "Shannon Ridge HOA". Future assessment amounts shall be determined by the board and approved by the members of the Association. A membership drive for the purpose of membership renewal and current membership expansion shall be conducted during October and November of each year with all annual dues payable by December 31<sup>st</sup> of each year. Dues received from members after December 1st shall apply to the following year.

**Section 3. Annual Budget.** An annual budget shall be prepared by the Board and provided to the membership for approval at the Annual Business meeting.

**Section 4. Annual Audit of Association Accounts.** An audit shall be made of the accounts of the Association at the end of each calendar year. This may be done by committee or by an independent accountant, as deemed advisable by the Board.

**Section 5. Books and Records.** The books, records, and papers of the Association shall, at all times, during reasonable hours and with prior notification, be made available for inspection by any voting member of the Association.

## ARTICLE VIII

### MEMBERSHIP MEETINGS

**Section 1. Membership Meetings.** There shall be a minimum of two (2) meetings of the general membership each year:

1. The Annual Business Meeting to include elections for officers, subdivision representatives, and a budget for the upcoming year.
2. A General Meeting to be held for the purpose of updating the membership as to current business with regard to the Association.

The Board shall determine time and place of any general membership meeting.

**Section 2. Annual Business Meeting.** The annual business meeting shall be held as specified in the Standing Rules, Section III. The Board shall determine the exact time and place of this meeting. The purpose of the annual business meeting shall be to elect officers, subdivision representatives, present a budget for membership approval for the upcoming year, and transact such other business as may properly come before the membership.

**Section 3. General Meetings.** A general meeting shall be held as specified in the Standing Rules, Section III. The purpose of the general meeting is to update the membership as to current business with regard to Association matters.

**Section 4. Special Meetings.** Any board member may call special meetings of the membership at any time. Also, Association members, upon written request of fifteen percent (15%) of the Association members entitled to vote, may call a special meeting. The time, date and place for holding special meetings shall be determined by the Board within fourteen (14) days from the date of said request submitted on behalf of Association members.

**Section 5. Quorum.** Twenty percent (20%) of the voting members shall constitute a quorum at any meeting of the Association. Limited proxies and/or absentee ballots can be used to help establish a quorum.

**Section 6. Notice of Meetings.** Notice of any annual, general or special meeting of the voting members of the Association shall state the time, date, place and purpose of the meeting and shall be posted and/or delivered with a copy of a proposed agenda at least ten (10) days before such meeting. With respect to meetings for elections and/or changes to Association governing documents, notice shall be thirty (30) days in advance of the meeting along with a copy of any proposed changes to said documents.

**Section 7. Meeting Agenda.** The president shall develop an agenda for all meetings. Any voting member may request a topic be added to any agenda in advance of the meeting if submitted to the Board prior to fourteen (14) days before such meeting. In addition, a time shall be allowed on the agenda to discuss other topics introduced by voting members during the meeting.

## ARTICLE IX

### NOMINATIONS AND ELECTIONS

**Section 1. Board Nominations.** The Board shall present a slate of candidates from members who shall stand for election as officers and subdivision representatives of the Association. The slate of candidates shall be presented to the members of the Association at the annual business meeting.

**Section 2. Member Nominations.** In addition to the slate of candidates provided by the Board, voting members may nominate himself/herself or other members for election as officers and subdivision representatives of the Association either prior to or during the annual business meeting.

**Section 3. Elections and Voting.** The Board shall appoint an election committee from the general membership to count ballots excluding any current board members, candidates, and associated families. Elections shall be by secret ballot, to include absentee ballots which shall count toward a quorum, with only one vote per membership. Absentee ballots must be postmarked no later than five (5) days prior to the meeting for which the votes are being cast. A quorum (20% of voting members) must be present at the annual business meeting to hold elections. The nominee with the greatest number of votes shall be elected to the position for which nominated. In the event of a tie in the voting for any position, additional ballots shall be issued at the annual business meeting until one person is elected. In the event there is only one nominee for a position, that person shall be declared elected by acclamation. No person may hold more than one office or subdivision representative position at the same time.

## ARTICLE X

### GOVERNANCE

All Association and/or Board actions shall be governed by:

**Section 1. Association Governing Documents.** These documents include: Certificate of Formation, Bylaws, and Standing Rules.

Any other items not covered in the Association Governing Documents will be covered by Section 2, Section 3 and Section 4 below, as our Certificate of Formation and Bylaws will take precedence. Should the aforementioned sections 2, 3 and/or 4 be taken and applied, it will be in its entirety.

**Section 2. Texas Property Code.** The Association shall comply with Texas Property Code, Title 11 - Restrictive Covenants, Chapter 209 - Texas Residential Property Owners Protection Act.

**Section 3. Texas Open Meetings Act.** The Association shall comply with Texas Open Meetings law, as it pertains to incorporated, non-profit organizations.

**Section 4. Texas Business Code.** The Association shall comply with Texas Business Code; Title 2. Corporations; Chapter 22 Nonprofit Organizations, as it pertains to incorporated, non-profit organizations.

## **ARTICLE XI**

### **AMENDMENTS**

**Section 1. Amendments to Bylaws.** These bylaws may be amended at any annual, general, or special, meeting of the members, by a two-thirds (2/3) majority of voting members in person and/or by a valid limited proxy, provided the amendments are submitted in writing or by electronic media to the Board and the membership at least thirty (30) days before the date of said meeting to addresses of record to include email addresses.

**Section 2. Precedence.** In case of any conflict between the Certificate of Formation and these bylaws, the Certificate of Formation shall control.