

**BYLAWS  
OF  
PYXIS HEIGHTS CONDOMINIUMS OWNER'S ASSOCIATION, INC.,  
a Texas non-profit corporation**

**Dated October 7, 2022**

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**ARTICLE 1  
DEFINITIONS**

**Project Defined**

1.01. *Project* shall mean all of the real property located in the City of McAllen, County of Hidalgo, State of Texas, including the land, all improvements and structures on the land, and all easements, rights, and appurtenances to the land, more particularly described as follows:

**A Being a 6.44 acre Triangularly Shaped Tract of Land, more or less, out of the Immediate Southeast Corner of Lot 6, Block 15, Steele & Pershing Subdivision, Hidalgo County, Texas, as per the Map or Plat thereof Recorded in Volume 08, Page 115, Deed Records of Hidalgo County, Texas, and, same being all of those lands bound on the North Side by a 50.0 Foot Hidalgo County Irrigation District No. 2 Canal Right-of-way, on the East Side by the Map of Espensen Acres and on the South by Yuma Ave., a 40.0 Foot Public Dedicated Roadway; said 6.44 Acre tract of land is more particularly described by metes and bounds as follows:**

**Commencing at a Nail Set on the Southeast Corner of Said Lot 6 located within Yuma Ave. same corner being the Southwest Corner of the Map of Espensen Acres, an addition to the City of McAllen, Hidalgo County, Texas, as per the Map or Plat thereof Recorded in Volume 19, Page 84, Map Records of Hidalgo County, Texas, for the Southeast Corner and POINT OF BEGINNING of this herein described triangularly shaped tract of land;**

**(1) Thence, North 81 Degrees 16 Minutes 56 Seconds West, Coincident with the South Line of said Lot 6 within Said Yuma Ave., a Distance of 882.14 feet to a nail set on intersection with the South Right-of-way Line of that certain 50.0 foot Hidalgo County Irrigation District No. 2 Right-of-way known as "Lateral E" as described by Metes and Bounds in Volume 120, Page 531-576, Deed Records of Hidalgo County, Texas, for the Southwest Corner of this herein described triangularly shaped tract of land;**

**(2) Thence, North 62 Degrees 52 Minutes 44 Seconds East, Coincident with the South Line of said 50.0 Foot Irrigation District Canal Right-of-way, a Distance of 1,086.36 feet to ½ inch diameter iron rod found on intersection with the East Line of said Lot 6 and further being located on intersection with the Northerly Projection of the West Line of said Map of Espensen Acres for the Northern Corner of this herein described triangularly shaped tract of land;**

(3) Thence, South 08 Degrees 35 Minutes 09 Seconds West, Coincident with the East Line of said Lot 6 and with the West Line of said Espensen Acres, a distance of 616.07 feet passing the North Right-of-way line of said Yuma Ave., at a Distance of 636.07 feet in all to the POINT OF BEGINNING, containing 6.44 acres of land, more or less, of which the South 20.0 feet (or 0.78 acres, more or less) are located within the existing Right-of-way of said Yuma Ave., leaving 5.66 net acres of land, more or less.

#### **Declaration Defined**

1.02. *Declaration* shall mean the Declaration applicable to the Project and filed in the Office of the County Clerk of Hidalgo, State of Texas, under Document No. 3387018 including any amendments to the Declaration as may be made from time to time in accordance with the terms of the Declaration.

#### **Other Terms Defined**

1.03. Other terms used in these Bylaws shall have the meaning given them in the Declaration, incorporated by reference and made a part of these Bylaws.

### **ARTICLE 2 APPLICABILITY OF BYLAWS**

#### **Corporation**

2.01 The provisions of these Bylaws constitute the Bylaws of the nonprofit corporation known as **PYXIS HEIGHTS CONDOMINIUMS OWNER'S ASSOCIATION INC.**, a Texas **non-profit corporation**, referred to as the Association.

#### **Project Applicability**

2.02. The provisions of these Bylaws are applicable to the Project as defined in Paragraph 1.01 of these Bylaws.

#### **Personal Application**

2.03. All present or future owners, present or future tenants, their employees, or other persons that use the facilities of the Project in any manner are subject to the regulations set forth in these Bylaws. The acquisition or rental of any of the Units of the Project, or the act of occupancy of any of the Units, will signify that these Bylaws are accepted and ratified and will be complied with by the purchaser, tenant, or occupant.

**ARTICLE 3  
OFFICES**

**Principal Office**

3.01. The principal office of the Association shall be located at **5111 N. McColl Rd., McAllen, Texas 78504.**

**Registered Office and Registered Agent**

3.02. The Association shall have and shall continuously maintain in the State of Texas a registered office and a registered agent, whose office shall be identical with the 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, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE 4  
QUALIFICATIONS FOR MEMBERSHIP**

**Membership**

4.01. The membership of the Association shall consist of all of the Owners of the Units within the Project.

**Proof of Membership**

4.02. The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a Member. Such proof may consist of a copy of a duly executed and acknowledged deed or title insurance policy evidencing ownership of an Unit in the Project. Such deed or policy shall be deemed conclusive in the absence of a conflicting claim based on a later deed or policy.

**No Additional Qualifications**

4.03. The sole qualification for membership shall be the ownership of a Unit in the Project. No initiation fees, costs, or dues shall be assessed against any person as a condition of membership except such assessments, levies, and charges as are specifically authorized under the Certificate of Formation or the Declaration.

**Certificates of Membership**

4.04. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association that shall be in such form as may be determined by the Board. All certificates evidencing membership 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 Association and maintained by the Secretary at the registered office of the Association.

## **ARTICLE 5 VOTING RIGHTS**

### **Voting**

5.01. Voting rights shall be allocated among the Members on the basis of the formulas and allocations set forth in the Declaration.

### **Proxies**

5.02. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease on conveyance by the Member of the Member's Unit or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise specifically provided in the proxy.

### **Quorum**

5.03. The presence, either in person or by proxy, at any meeting, of Members entitled to cast at least **fifty-one percent (51.00%)** of the total voting power of the Association shall constitute a quorum for any action, except as otherwise provided in the Governing Instruments. In the absence of a quorum at a meeting of Members, a majority of those Members present in person or by proxy may adjourn the meeting to a time not less than **five (5) days** or more than **thirty (30) days** from the meeting date.

### **Required Vote**

5.04 The vote of the majority of the votes entitled to be cast by the Members present represented by proxy, at a meeting at which a quorum is present shall be the act of the meeting, of Members, unless the vote of a greater number is required by statute or by the Declaration, by the Certificate of Formation of this Association, or by these Bylaws.

### **Cumulative Voting**

5.05. Cumulative voting is not permitted.

## ARTICLE 6 MEETINGS OF MEMBERS

### Annual Meetings

6.01. The first meeting of the Members of the Association shall be held within **forty-five (45) days** after the closing of the sale of the Unit that represents the **fifty-first (51st)** percentile interest or within **six (6) months** after the closing of the sale of the first Unit within the Project, whichever is earlier. After the first meeting, the annual meeting of the Members of the Association shall be held on **October 7** of each succeeding calendar year at the hour of **5:00 P.M.** If the day for the annual meeting of the Members is a legal holiday, the meeting shall be held at the same hour on the first day following that is not a legal holiday or a Saturday or Sunday.

### Special Meetings

6.02. Special meetings of the Members may be called by the President, the Board of Directors or by Members representing at least **twenty-five (25) percent** of the total voting power of the Association.

### Place

6.03. Meetings of the Members shall be held within the Project or at a meeting place as close to the Project as possible, as the Board may specify in writing.

### Notice of Meetings

6.04. Written notice of all Members meetings shall be given by or at the direction of the Secretary of the Association or such other persons as may be authorized to call the meeting by mailing or personally delivering a copy of such notice at least ten (10) days but not more than fifty (50) days before the meeting to each Member entitled to vote at the meeting. The notice must be addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting and in the case of a special meeting the nature of the business to be undertaken.

### Order of Business

6.05. The order of business at all meetings of the Members shall be as follows:

- (a) Roll call.
- (b) Proof of notice of meetings or waiver of notice.
- (c) Reading of Minutes of preceding meeting.
- (d) Reports of officers.
- (e) Reports of committees.
- (f) Election of directors.

- (g) Unfinished business.
- (h) New business.

### **Action Without Meeting**

6.06. Any action required by law to be taken at a meeting of the Member or any action that 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 the Secretary of the Association.

## **ARTICLE 7 BOARD OF DIRECTORS**

### **Number**

7.01. The affairs of this Association shall be managed by a Board of Directors consisting of **four (4) persons**, all of whom **must be Members of the Association; subject to the Declaration for Pyxis Heights Condominiums.**

### **Term**

7.02. At the first meeting of the Association, the Members shall elect the initial Directors who shall hold office until the first annual election of Directors by the Members. After the first meeting of the Association, Directors shall be elected at the annual meeting of the Members and shall hold office for a term of **one (1) year** and until their successor are elected and qualified.

### **Removal**

7.03. Directors may be removed from office with or without cause by a majority vote of the Members of the Association.

### **Vacancies**

7.04. In the event of a vacancy on the Board caused by the death, resignation, or removal of a Director the remaining Directors shall, by majority vote, elect a successor who shall serve for the unexpired term of the predecessor.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

## Reimbursement of Expenses

7.05. A Director shall not receive compensation for services rendered to the Association. A Director may be reimbursed by the Board for actual expenses incurred by the Director in the performance of the Director's duties.

## Powers and Duties

7.06. The Board shall have the powers and duties and shall be subject to limitations on such powers and duties, as enumerated in the Governing Instruments of the Project.

## ARTICLE 8 NOMINATION AND ELECTION OF DIRECTORS

### Nomination

8.01. Nomination for election to the Board of Directors shall be **made from the floor at the annual meeting of the Members.**

### Election

8.02. Directors are elected at the annual meeting of Members of the Association. Members, or their proxies, may cast, in respect to each vacant directorship, as many votes as they are entitled to exercise under the provisions of the Declaration. The nominees receiving the highest number of votes shall be elected.

## ARTICLE 9 MEETINGS OF DIRECTORS

### Regular Meetings

9.01. Regular meetings of the Board of Directors shall be held **monthly** at a place within the Project and at a time as may be fixed from time to time by resolution of the Board. Notice of the time and place of regular meetings shall be posted at a prominent place or places within the Common Elements.

### Special Meetings

9.02. Special meetings of the Board of Directors shall be held when called by written notice signed by the **President of the Association or by any two (2) Directors other than the President.** The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of a special meeting must be given to each Director **not less than three (3) days or more than fifteen (15) days** prior to the date fixed for such meeting by



written notice either delivered **personally or sent by mail** to each Director at the Director's address as shown in the records of the Association. A copy of the notice shall be posted in a prominent place or places in the Common Elements of the Project not less than **three (3) days** prior to the date of the meeting.

### **Quorum**

9.03. A quorum for the transaction of business by the Board of Directors shall be the lesser of either a majority of the number of Directors constituting the Board of Directors as fixed by these Bylaws or **fifty percent (50.00%)** of the votes on the Board.

### **Voting Requirement**

9.04. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless any provision of the Declaration, the Certificate of Formation of this Association or these Bylaws requires the vote of a greater number.

### **Open Meetings**

9.05. Regular and special meetings of the Board shall be open to all Members of the Association, provided, however, that Association Members who are not on the Board may not participate in any deliberation or discussion unless expressly authorized to do so by the vote of a majority of a quorum of the Board.

### **Executive Session**

9.06. The Board may, with the approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote on personnel matters, litigation in which the Association is or may become involved, contract negotiations, enforcement actions, other business of a confidential nature involving a Member, and matters requested by the involved parties to remain confidential. The nature of any and all business to be considered in executive session shall first be announced in open session.

## **ARTICLE 10 OFFICERS**

### **Enumeration of Officers**

The Officers of this Association shall be a President, a Secretary, a Treasurer and a Vice President, **who shall at all times be members of the Board of Directors**. The Board of Directors may, by resolution, create such other offices as it deems necessary or desirable.

### **Term**

10.02. The Officers of this Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year, unless the Officer shall sooner resign, be removed, or be otherwise disqualified to serve.

### **Resignation and Removal**

10.03. Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect at the date of receipt of the notice or at any later time specified in the notice. Any Officer may be removed from office by the Board whenever, in the Board's judgment the best interests of the Association would be served by such removal.

### **Multiple Offices**

10.04. Any two or more offices may be held by the same person except the offices of President, Treasurer and Secretary.

### **Reimbursement for Expenses**

10.05. Officers shall not receive such compensation for services rendered to the Association as determined by the Board of Directors and approved by a majority of the voting power of the Association. An Officer may be reimbursed by the Board for actual expenses incurred by the Officer in the performance of the Officer's duties.

## **ARTICLE 11 PRESIDENT**

### **Election**

11.01 At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of their Members to act as President.

### **Duties**

11.02. The President shall perform the following duties:

- (a) Preside over all meetings of the Members and of the Board.
- (b) Sign as President all deeds, contracts, and other instruments in writing that have been first approved by the Board, unless the Board, by duly adopted resolution has authorized the signature of another Officer.

(c) Call meetings of the Board whenever he or she deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies in no event be less than three days.

(d) Have, subject to the advice of the Board, general supervision, direction, and control of the affairs of the Association and discharge such other duties as may be required of him or her by the Board.

(e) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

## **ARTICLE 12 VICE-PRESIDENT**

### **Election**

12.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect one of its Members to act as Vice-President.

### **Duties**

12.0.2. The Vice-President shall perform the following duties:

(a) Act in the place and in the stead of the President in the event of the President's absence, inability, or refusal to act.

(b) Exercise and discharge such other duties as may be required of the Vice-President by the Board. In connection with any such additional duties, the Vice-President shall be responsible to the President.

## **ARTICLE 13 SECRETARY**

### **Election**

13.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Secretary.

### **Duties**

13.02. The Secretary shall perform the following duties:

- (a) Keep a record of all meetings and proceedings of the Board and of the Members.
- (b) Keep the seal of the Association, if any, and affix it on all papers requiring the seal.
- (c) Serve notices of meetings of the Board and the Members required either by law or by these Bylaws.
- (d) Keep appropriate current records showing the Members of the Association together with their addresses.
- (e) Sign as Secretary all deeds, contracts, and other instruments in writing that have been first approved by the Board if the instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution.
- (f) Prepare, execute, certify, and have recorded all amendments to the Declaration required by statute to be recorded by the Association.

## **ARTICLE 14 TREASURER**

### **Election**

14.01. At the first meeting of the Board immediately following the annual meeting of the Members, the Board shall elect a Treasurer.

### **Duties**

14.02. The Treasurer shall perform the following duties:

- (a) Receive and deposit in a bank or banks as the Board may from time to time direct, all of the funds of the Association.
- (b) Be responsible for and supervise the maintenance of books and records to account for the Association's funds and other Association assets.
- (c) Disburse and withdraw funds as the Board may from time to time direct, in accordance with prescribed procedures.
- (d) Prepare and distribute the financial statements for the Association required by the Declaration.

**ARTICLE 15  
BOOKS AND RECORDS**

**Maintenance**

15.01. Complete and correct records of account and minutes of proceedings of meetings of Members, Directors, and committees shall be kept at the **registered office of the corporation**. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

**Inspection**

15.02. The Governing Instruments of the Project, the membership register, the books of account, and the minutes of proceedings shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time.

**ARTICLE 16  
GENERAL PROVISIONS**

**Amendment of Bylaws**

16.01. These Bylaws may be amended, altered, or repealed to at a regular or special meeting of the Members of the Association by the affirmative vote in person or by proxy of Members representing a majority of a quorum of the Association. Notwithstanding the above the percentage of affirmative votes necessary to amend a specific clause or provision shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause.

Attestation

16.02. Adopted by the Board of Directors on October 7, 2022.

Attest: \_\_\_\_\_



Narcedalia Tamez Cantu, Secretary