

# **Asociación de Colonos del Fraccionamiento Chula Vista de Chapala, A.C.**

**Calle Jardines No. 95, Fraccionamiento Chula Vista  
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## **BYLAWS**

*( revised year 2016 )*

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These Bylaws are the operating authority for the Asociación de Colonos del Fraccionamiento Chula Vista de Chapala, A.C., as approved by the General Assembly of property owners.

The Asociación is constituted under the Civil Code, First Section of the Eleventh Chapter. On January 18, 1970, the Municipality of Chapala delegated to the Asociación de Colonos del Fraccionamiento Chula Vista de Chapala A.C., the authority to administer the urban development under the terms of the applicable law.

(Letter from the Presidencia Municipal de Chapala, Numero de Oficio 47, Expediente 40/1970 )  
(Seventh point of the agenda of the regular meeting of the Municipal Council May 29, 2008)

#### ARTICLE I – NAME AND AUTHORITY

1. The name of this association is: Asociación de Colonos del Fraccionamiento Chula Vista de Chapala A.C., hereinafter referred to as the Association.
2. The Association shall have its address in the sub-division of Chula Vista, in the Municipality of Chapala, Jalisco.
3. The duration of the Association shall be indefinite unless dissolved as provided for in these Bylaws.
4. The Association shall not engage in real estate investments for a capital gain, but may acquire the necessary properties to accomplish its social object, as established in the Constitutional Article 27, Section III of the General Constitution of the Republic. The Association has the authority to establish assessments on properties and to formulate penalties for non-compliance with the Bylaws and Regulations of the Association.

#### ARTICLE II - OBJECT

1. The object of the Association is to constantly promote the betterment and improvement of living conditions in Chula Vista. To achieve this objective, the Association shall:
  - 1.1 Take charge of public services such as supply of potable water, sewerage, public lighting, maintenance of streets and sidewalks, public gardens and trees.
  - 1.2 Assure adherence to the proper environmental and ecological practices.
  - 1.3 Enforce the Zoning and Building Regulations approved by the General Assembly.
  - 1.4 Cooperate with Municipal, State and Federal authorities, recognizing that their legal mandates take precedence.

#### ARTICLE III – MEMBERSHIP

1. Every owner of a lot in Chula Vista shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot.
2. Such a person has the right to only one vote at any annual or extraordinary meeting of the General Assembly of the Association, regardless of the number of properties owned, and has the right to hold office. Spouses of Members may hold office but not concurrent with the Member.
3. Any Member whose account is delinquent shall not be eligible to vote nor to stand for election.
4. Within fifteen ( 15 ) days of transfer of ownership, the new owner shall provide the Association office with a copy of the new deed, whether registered yet or not. Personal items such as purchase price and heirs may be struck out. Additionally, as a condition of continuing the water connection of the previous owner, the new owner must sign an agreement acknowledging he or she has read the Bylaws and the Rules and Regulations of the Chula Vista Homeowners Association and that he or she agrees to abide by them.

#### ARTICLE IV - MEETINGS

1. The supreme authority of the Association lies with the General Assembly. The annual meeting of the General Assembly shall be held in the month of January each year and extraordinary meetings of the General Assembly may be called whenever circumstances arise requiring them.

2. All annual and extraordinary meetings of the General Assembly shall be called by the President. Notice in writing thereof shall be sent to all Members at least thirty (30) days prior to the meeting. In addition, notice of the annual meeting shall appear in two consecutive publications of one of the newspapers in general circulation in Chapala and Guadalajara, Jalisco.
  - 2.1 If an extraordinary meeting of the General Assembly is called at the written request of 20 ( twenty ) or more members, an item needs to be added to the agenda for the members to decide whether those members requesting the extraordinary meeting are required to pay the expenses of the meeting or if the costs are to be paid from the general operating funds. Only a simple majority is required for this decision.
3. A quorum at annual and extraordinary meetings of the General Assembly shall consist of one-half (1/2) of the number of Members eligible to vote as attested to by the Treasurer as not being delinquent and who are present in person or represented by written power of attorney as supplied by the Association at the scheduled time of the meeting.
  - 3.1 If a quorum is not present at the scheduled time of a meeting of the General Assembly, the President may call the meeting to order one-half an hour after the scheduled start time, with three quarters (3/4) of the Members and powers of attorney present constituting a quorum.
4. Extraordinary meetings of the General Assembly shall be held:
  - 4.1 At the discretion of the Board;
  - 4.2 At the written request of not less than five percent (5%) of members whose accounts are not in arrears and who meet their obligations as members. If the request is denied by the board of directors, members may petition a Civil Court judge to call an extraordinary meeting on their behalf.
5. Notice of an extraordinary meeting of the General Assembly shall be sent out to all members at least thirty (30) days prior to the meeting.
6. All items to be considered at a meeting of the General Assembly must be clearly stated in the notice of meeting and be included on the Agenda.
7. Only items on the agenda shall be considered by the General Assembly at an extraordinary meeting. Elections for the Board shall not be considered at extraordinary meetings.
8. Prior to the annual meeting or any extraordinary meeting of the General Assembly the President shall appoint a Powers of Attorney and Tally Committee. This committee shall register Members and verify powers of attorney present at the meeting and tally votes.
9. A recommended Order of Business at the annual meeting of the General Assembly is:
  - 9.1 Call to order.
  - 9.2 Reading of the minutes of the previous annual meeting of the General Assembly and, where applicable, minutes of extraordinary meetings.
  - 9.3 Report of the Treasurer and presentation of the budget.
  - 9.4 Report of the Comisario.
  - 9.5 Report of Committees.
  - 9.6 Report of the President.
  - 9.7 Election of Directors and Comisario if necessary to serve on the Board for periods as designated.
  - 9.8 Unfinished business.
  - 9.9 Adjournment.
10. An accurate set of minutes of every meeting of the General Assembly and of the Board of Directors shall be recorded by the Secretary. Minutes of all meetings of the General Assembly shall be posted in the Chula Vista office within thirty-five (35) days after each meeting.

## ARTICLE V- BOARD OF DIRECTORS

1. General management of the affairs of the Association shall be entrusted to the Board of Directors, as established by the Colonos Deed. This includes, but is not limited to, the enforcement of the Rules and Regulations.
2. The Board shall consist of 7 ( seven ) Directors, each of the seven elected by the General Assembly to serve for a term of 2 ( two ) years, and until their successors are elected.
3. As soon as practical after the election of new directors at the annual meeting of the General Assembly, the Board of Directors shall meet and elect, from among its seven (7) directors, the following officers to serve for a period of one (1) year:
  - 3.1 President, who must reside in Chula Vista as a full time resident.
  - 3.2 Vice-president, who must reside in Chula Vista as a full time resident.
  - 3.3 Treasurer.
  - 3.4 3.4 Secretary.

The board may reelect its officers.

4. All Board meetings, regular or special, shall be called by timely notice to all Directors, Alternates and the Comisario. Directors shall attend all regular meetings of the Board, which must be held at least once a month and shall also attend special Board meetings.
5. Alternates shall attend Board meetings and may express themselves but may not make motions or cast votes unless called upon in alphabetical rotation by the President to replace an absent director.
6. A quorum at Board meetings shall consist of four (4) Board Members including any Alternates who are appointed by the President to substitute for the absent Directors.
7. Minutes of Board meetings shall be available to Members in either Spanish or English upon written request.
8. Except for the authority granted to the Officers of the Board of Directors and duly appointed Committee Chairmen as stated in the Bylaws, no decisions shall be made nor any documents be signed by any Member of the Board except as a result of regular or special Board meetings at which a quorum is present and minutes are kept. Any violation of this requirement shall render any and all such decisions or signed documents as null and void.
9. No Member of the Board shall make a motion in which he/she has a financial or personal interest. If such a motion is made by another Member of the Board, the Director with such interest shall be excused from the meeting during the discussion and voting on the issue. If due to his absence a quorum is not present, the motion shall not be considered.
10. Absence of any Director or Alternate from three (3) regular Board meetings without adequate excuse shall constitute resignation from the Board. The Board shall be the sole judge of the adequacy of the excuse offered.
11. Any vacancy among the Officers or Directors during the year shall be filled from among the remaining Directors or Alternates, except for the office of President, which shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President is filled from the Board. Replacements shall be elected by the Board at a regular meeting and serve for the remainder of the unexpired term of the vacancy.
12. All positions on the Board shall be honorary. Incumbents do not have the right to receive remuneration for their services.
13. The Board may delegate some of the duties to an employee or employees whose salaries shall be established by the Board. The Board may, at their discretion, employ or appoint qualified persons for specific services. The creation of new administrative positions not previously budgeted for must be approved at an annual meeting of the General Assembly.
14. No Director or Comisario shall serve for more than two (2) consecutive terms and two years must elapse before being eligible to serve on the Board again.

#### ARTICLE VI – ASSESSMENTS AND FISCAL YEAR

1. Members shall pay assessments as approved at annual or extraordinary meetings of the General Assembly. The assessments shall consist of the following:
  - 1.1 Land assessment, billed annually.
  - 1.2 Residence assessment, billed annually.
  - 1.3 Water assessment, billed quarterly
  - 1.4 Special assessment, when and as required.
  - 1.5 Levies and fines assessed pursuant to the Remedies and Penalties of the Comprehensive Rules and Regulations
2. The regular assessments covering land, residence, and water shall be approved by the General Assembly at its annual meeting in January or at an extraordinary meeting and shall cover the anticipated expenses as outlined in the budget submitted to the Assembly at that time.
3. Special assessments may be established by the Board when unusual situations arise indicating that the regular approved budget of the Association will not be adequate to cover the expenditures and these must be submitted to the Membership for approval at an extraordinary meeting.
4. Members accounts shall be deemed delinquent if unpaid 30 ( thirty ) days after the date of billing.
5. To assure collection of delinquent accounts, the Board is authorized and obligated to take whatever action is necessary, including the restriction of water service and/or legal action, for non-payment of any moneys owed to the Association, such as but not limited to, assessments, levies or fines.
6. The Board is authorized to establish a past due interest rate applicable to delinquent accounts.
7. The fiscal year of the Association shall be from 1 January to December 31 of each year.

#### ARTICLE VII - ELECTIONS

1. The President shall select a chairman for the Nominating Committee prior to the regular October Board meeting each year to select candidates to fill any seats which will be open on the Board and for the position of Comisario in even-numbered years.
2. The Nominating Committee Chairman shall select two Association Members to form a nominating committee. Members of this committee may stand for election to the Board.
3. The Nominating Committee shall submit names of selected candidates to the President prior to the regular November Board Meeting. The Nominating Committee shall select one candidate for each open seat as follows:
  - 3.1 Candidates to make a total of seven (7) Directors serving a period of 2 years and until their successors are elected.
  - 3.2 Five (5) Alternates to serve for a period of one (1) year and until their successors are elected.
  - 3.3 A Comisario, in even numbered years, to serve for a period of 2 ( two ) years and until a successor is elected.
4. Nominations for the Board may also be made by any Member or group of Members by written notice to the Secretary not less than 3 days prior to the annual meeting of the General Assembly. Nominations for the Board may also be made by any Member or group of Members from the floor of the annual meeting of the General Assembly.
5. Names of all candidates shall be included in the notice of the meeting. Names of candidates nominated after the issuance of the notice shall be posted in the administrative office immediately upon receipt. In all cases, written confirmation of acceptance to stand for office must be submitted by the nominee, or they must make a verbal acceptance at the annual meeting. No nomination will require a second from another member.
6. Elections shall take place during the annual meeting of the General Assembly.

7. Elections shall be conducted by the chairman of the Nominating Committee. If there are more candidates than vacancies, election shall be by secret ballot. Election shall be determined by a simple majority vote for each position. If there are no more candidates than vacancies, election shall be by acclamation.
8. If the election is by ballot, the Chairman of the Power of Attorney and Tally Committee is responsible for tabulating the election results, and ballots and powers of attorney shall be verified and counted. The Chairman shall announce the results to the Assembly.

#### ARTICLE VIII – LEGAL REPRESENTATIVE

During his tenure the President will have the powers of legal representative of the Association (as established in Article 2554 of the Civil Code of the Federal District and the corresponding clauses of the Civil Code of the State of Jalisco), those powers being as follows:

1. General Power of Attorney for Lawsuits and Collections, with all General Powers and all Special Powers that require a special clause under the Law, without any restrictions whatsoever, in terms of the first paragraph of Article 2554 (Two thousand, five hundred and fifty-four) and Article 2587 (Two thousand five hundred and eighty-seven), both of the Federal Civil Code and of Articles 2207 (Two thousand two hundred and seven) and 2236 (Two thousand two hundred and thirty-six) of the Civil Code of the State of Jalisco and the corresponding articles for the states of the republic. These include the following powers that require the Special Clause:
  - I.- To desist from lawsuits;
  - II.- To settle;
  - III.- To acquiesce to lawsuits;
  - IV.- To submit to arbitration;
  - V.- To participate in interrogatories;
  - VI.- To assign assets;
  - VII.- To challenge;
  - VIII.- To receive payments on behalf of the Association;
  - IX.- To apply in court for the protection of constitutional rights (“amparo”) and desist from same.
  - X.- To attend conciliatory hearings as specified in Art. 292 (two hundred and ninety-two) “A” of the Code of Civil Procedures of the State of Jalisco, with the power to sign any agreement consistent with said legal clause.
2. General Power for Acts of Administration under the terms of Article 2554 (Two thousand, five hundred and fifty-four) of the Federal Civil Code and Article 2207 (Two thousand, two hundred and seven) of the Civil Code of the State of Jalisco and corresponding articles in the civil codes for the states of the republic. With respect to the President’s power to sign contracts on behalf of the Association, all contracts will require the signatures of the President and one other officer of the Association.
3. General Power for Acts of Labor Administration under the terms of Articles 11 (eleven) and 692 (six hundred and ninety-two) of the Federal Labor Law before the local and federal conciliation and arbitration boards, the state or outside of the state and before any of the labor authorities specific in Article 523 (Five hundred and twenty-three) of the same legal code, representing the constituent Association before the conciliation authorities, with powers to enter into agreements and oblige the Association to comply with them, as well as to undertake all types of actions relating to labor, respond to complaints, challenge exceptions, offer evidence, respond to interrogatories, argue, file for protection of constitutional guarantees (“amparo”) and, in general represent the constituent Association in all kinds of labor lawsuits through to their conclusion. Also, to intervene in the creation of internal work rules and to sign individual and collective work agreements. Said agreements shall require the signature of the President plus one other officer of the Association.
4. General Power to represent the Association in each and every matter related to the Mexican Institute of Social Security (IMSS), with the power to sign all kinds of agreements and settlements, to make payments, issue receipts and, in general, handle all matters between the decentralized institution and the constituent Association.

5. General Power to, in the name and representation of the constituent Association, formulate, subscribe and present all kinds of notices, communications, statements and requests to the tax authorities, whether federal, state or municipal, in the name and representation of the constituent Association; to transact the advanced electronic signature, file all kinds of motions, both ordinary and extraordinary, and desist from same; register with said official dependencies; submit the corresponding contributions to the authorities, whether they be ISR, IVA or any other of a federal, state or municipal nature; request refunds, compensations, and in general undertake any procedures, actions or initiatives related to contributions or legal matters of a fiscal nature, as applicable to legal entities.
6. In addition, the President of the board of directors is empowered to grant limited powers of attorney to third parties but only for lawsuits and collections and for acts of administration, in both cases of the types described in the present article.

#### ARTICLE IX – LEGAL REPRESENTATIVE TO ACCEPT, CERTIFY, GRANT, SIGN, ISSUE AND ENDORSE CREDIT INSTRUMENTS AS WELL AS TO OPEN CLOSE BANK ACCOUNTS.

The President, Vice-President, Secretary and Treasurer will have the general power to accept, certify, grant, sign, issue and endorse credit instruments in the name of the constituent Association, in terms of Article 9 (nine) of the General Law of Credit Instruments <sup>1</sup> and Operations. They will also have the power to open and close bank accounts and withdraw funds in the name of the constituent Association. All of the above will require the signature of two of the association's officers mentioned above.

#### ARTICLE X – LEGAL REPRESENTATIVE TO EXERCISE ACTS OF OWNERSHIP

This power is granted to the President in terms of paragraph 4 (four) of Article 2207 (two thousand and seven) of the Civil Code of the State of Jalisco, with the stipulation that acts of ownership over real property <sup>2</sup> require the signature of the President along with the signatures of at least two other officers of the Association, and only when the act of ownership over real property is agreed beforehand by the membership in the formalities of an extraordinary meeting of the General Assembly by a 2/3 (two-thirds) majority vote of the total membership, and with the further stipulation that the Association's water resources and related real property are subject to the restrictions listed in these bylaws under the article titled "Controls over Assets". Acts of ownership over possessions other than real property can be exercised by the President alone, with the approval of the Board of Directors.

#### ARTICLE XI - DUTIES OF OFFICERS

1. The duties of the President shall be as follows:
  - 1.1 To preside at all meetings of the Members and of the Board.
  - 1.2 To appoint chairmen of all standing and special committees except as may otherwise be provided for in these Bylaws or in the resolution creating a special committee. He shall be an ex-officio Member of all committees with the exception of the nominating committee.
  - 1.3 To prepare with the Financial Committee, an annual budget to carry out assignments and instructions presented by the Board or as directed by the approved motions of the General Assembly.
  - 1.4 To carry out assignments and instructions presented by the Board or as directed by the approved motions of the General Assembly.
  - 1.5 Approve payment of invoices or expenditures that exceed the limits which have been approved by the Board.
  - 1.6 Perform such other duties as customarily pertain to the office of President.

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<sup>1</sup> Credit Instrument defined as an item used in place of currency, such as checks, bills of exchange or money orders. <sup>2</sup> Real Property defined as any property that is attached directly to land, as well as the land itself. Any structures or improvements that are attached to the land must not be movable in order to be considered real property. Real property not only includes land, buildings, firmly attached and integrated equipment such as well pumps and light fixtures, but also rights and interests. Natural resources such as water also qualify as Real Property because they are considered to be part of the land.

2. The duties of the Vice-President:

- 2.1 The Vice-President shall act as an aide to the President, and in the case of absence of the President for any reason, shall pro tempore, assume and perform the duties of the President.

3. The duties of the Treasurer shall be as follows:

- 3.1 Be responsible for the collection and receipt of all monies due the Association from all sources.  
3.2 Ensure that all monies collected are deposited in the bank in the account or accounts designated by the Board.  
3.3 Be responsible for the payment of all accounts payable. The Treasurer shall ensure that all withdrawals are authorized and that all checks or other withdrawal documents are signed by two (2) of the Members of the Board with designated signing authority.  
3.4 Prepare and maintain the necessary accounting, statistical and financial records of the Association.  
3.5 Make investments as directed by the Board.  
3.6 Prepare, with the assistance of the Financial Committee, the annual budget.  
3.7 Prepare monthly reports of receipts and expenditures and periodic reports and returns as requested by the Board.  
3.8 Prepare and present semi-annual and annual statements for the Members.

4. The duties of the Secretary shall consist of the following:

- 4.1 Prepare, with the President, the agenda for all meetings of the Board and the General Assembly.  
4.2 Record the proceedings of all annual and extraordinary meetings of the General Assembly.  
4.3 Record the proceedings of all meetings of the Board.  
4.4 Prepare and see to the distribution of the notice of all meetings of the General Assembly in accordance with limitations imposed elsewhere in these Bylaws.  
4.5 Maintain the correspondence files and association records held in the administrative office. These files shall be accessible to Board Members and the Comisario upon request.  
4.6 Provide supervision and assistance to the office staff of the Association.  
4.7 Perform any other duties assigned by the Board.

ARTICLE XII - DUTIES OF THE COMISARIO

1. The Comisario shall exercise vigilance on behalf of the Members over the accounting records and over the Board's adherence to the Bylaws in its operations. The Comisario may attend Board and Committee meetings and may speak but has no vote. An annual report shall be made to the General Assembly.

ARTICLE XIII – COMMITTEES

1. The following Standing Committees shall be maintained:

- 1.1 Executive Committee consisting of the four elected officers. This committee shall assist the President in formulating overall policy which shall be presented to the Board of Directors for a vote.  
1.2 Financial Committee - Consisting of the President, Treasurer and two Directors selected by the Board shall formulate fiscal policy. The Treasurer shall serve as Chairman of the Financial Committee.

- 1.3 Water Resources Committee shall assure the testing and maintenance of the water system within Chula Vista and shall undertake improvements when directed by the Board.
  - 1.4 Zoning and Building Committee. This committee shall be responsible for:
    - 1.4.1 Application and enforcement of the Zoning and Building Regulations.
    - 1.4.2 Approval of properly submitted plans for construction of new homes, alterations, modifications and extensions to existing homes
    - 1.4.3 Observe progress of construction to ensure that building permits are being adhered to and that work complies with the approved plans.
    - 1.4.4 Ensure that upon completion, the construction site is properly cleaned up and all construction material is removed from roads, sidewalks and common areas.
    - 1.4.5 Ensure observance of municipal regulations as may be required by local or federal authorities.
    - 1.4.6 Ensure variances to the building codes receive Board approval.
  - 1.5 Environmental Committee. This committee shall be responsible to protect, maintain and enhance the natural beauty and environment of Chula Vista.
  - 1.6 Security and Lighting Committee shall be responsible for the maintenance of the street lighting system and for coordinating security considerations.
2. The chairmen of Standing Committees shall be appointed by the President subject to approval of the Board. The chairman shall be a Director or an Alternate. Committee chairmen shall select committee members from among those Association Members whose accounts are not delinquent.
  3. All Standing Committees shall meet when called by the chairman or at the request of any two members of the committee. Standing Committees shall serve for a period of one (1) year.
  4. All Standing Committees shall be responsible to the Board and shall make monthly written reports to the Board.
  5. Special committees may be appointed by the President or formed by the Board by resolution at any meeting of the Board. The resolution forming a special committee should state the purpose for which the committee is being formed, the duration of the committee, and the form and content of the final report. No special committee shall have the right to act for the Association or to commit the Association to any form of action.
  6. No meeting of any committee shall be considered as a meeting of the Board, which must be called as designated in Article V, Section 4.

#### ARTICLE XIV - PROCEDURAL RULES

1. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, or with Mexican Law.

#### ARTICLE XV – AMENDMENTS TO THE BYLAWS

1. These Bylaws and/or Rules and Regulations may be amended at an annual or extraordinary meeting of the General Assembly by two-thirds (2/3) majority vote of the members present or represented by power of attorney. All proposed amendments must be submitted in writing and the intent to amend the Bylaws must be clearly stated in the notice of meeting and included on the agenda.

#### ARTICLE XVI - DISSOLUTION

1. The Association shall be dissolved for causes that Mexican Law has established or when it is agreed by the Membership in the formalities of an extraordinary meeting of the General Assembly by a two-thirds (2/3) majority vote of the total Membership.

#### ARTICLE XVII - LIABILITY

1. The Association agrees that the Board of Directors, individual Directors, Alternates and the Comisario, and employees shall be held harmless and not subject to personal liabilities while acting within:

1.1 Mexican Law.

1.2 The scope of these Bylaws.

1.3 As a result of their performance of association business and related responsibilities.

2. All foreigners acquiring an interest or social participation in the Association shall be considered by this simple fact as Mexican with respect to each other.

#### ARTICLE XVIII – POWERS OF ATTORNEY

1. Powers of attorney must contain the signature of the granting member and have a copy attached of a government-issued identification (such as passport, driver's license, Mexican voting card etc.) which shows the granting member's photograph and signature. The Power of Attorney must also show the signatures of two witnesses and their printed names.

2. All powers of attorney shall be submitted to the Chula Vista office or brought to the meeting of the General Assembly, where they will be verified and registered.

3. Powers of attorney shall be considered null and void if the members granting the powers of attorney register attendance at the meeting for which the power of attorney was granted.

#### ARTICLE XIX – MEMBERS RIGHTS

1. Members may attend regular Board meetings and may speak when recognized by the Chair.

2. Members have the right to examine the accounting records and related documentation.

3. Members should be given a minimum of 7 ( seven ) days advance notice, through email notification, of all regular board meetings so they may attend.

4. The Board of Directors shall make available written monthly financial reports to the Association Members in a timely fashion, in Spanish and English.

#### ARTICLE XX – CONTROLS OVER ASSETS

1. The Association's water resources and Federal Extraction Permit are for the exclusive use of Association Members and may not be shared, ceded, sold, leased, or given in any other way to any other entity.