BYLAWS
OF
SONERA HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I
MEMBERSHIP

Section 1. Members. Every homeowner, owner or purchaser of houses and/or lots in **LYNVILLE RESIDENCES 2 MALVAR SONERA** shall be qualified to be a member of the association. Unless otherwise provided in the Contract to Sell, Deed of Sale, other instruments of conveyance, and/or deed of restrictions annotated in the title of the property, membership in the association is voluntary.

Any family member of a homeowner or lessee, as designated by the homeowner as his/her representative, may apply for membership, *Provided*, that the homeowner executes a Special Power of Attorney (SPA) in favor of his/her representative who shall exercise all rights and obligations, prerogatives of the membership, and agree to be bound by the consequences of the representative's actions and/or omissions. *Provided, further,* that the representative complies with all the requirements of membership under this Bylaws and the law.

When a homeowner owns more than one (1) lot, he/she shall apply for membership for each lot. In a lot with a multi-dwelling or apartment complex, the homeowner may designate a representative, *Provided,* that the requisites stipulated in the preceding paragraph shall have been complied with.

Section 2. Application for membership. Unless membership is automatic or compulsory, all applications for membership shall be subject to the approval of the Board of Directors/Trustees (hereinafter referred to as the "Board"). Membership shall become effective upon approval by the Board of the application and upon payment of the membership fee.

Section 3. Termination of membership. Membership in the association is terminated once the member ceases to be a homeowner or opts to terminate his/her membership if the same is not automatic or compulsory.

Section 4. Rights of a member. A member shall have the following rights:

a. Avail of and enjoy all basic community services and the use of common areas and facilities; *Provided*, that the member is in good standing;

b. Inspect association books and records during office hours and to be provided, upon request, with a copy of annual reports, including financial statements, at the member's own expense;

c. Participate, vote and be eligible for any elective or appointive office of the association subject to the qualifications as provided for in this Bylaws;

d. Participate in association meetings, elections and referenda, *Provided,* the member is in good standing;

e. Demand and promptly receive the refund of deposits, such as construction bonds, required by the association as soon as the condition for the deposit has been complied with or the period therefor has expired;

f. Terminate his/her membership in the association, except when membership is compulsory or automatic, *Provided*, that the member is clear of all his/her accountabilities in the association; and

g. To enjoy all other rights as may be provided in this Bylaws, and subject to limitations as provided herein.

Section 5. Duties of a member. A member shall have the following duties:

a. To timely pay association dues, fees, and other assessments;

b. To attend meetings of the association, either in person or by proxy;

c. To support and participate in the community development programs, projects, and activities of the association;

d. To comply with all other duties as required in this Bylaws, policies, rules and regulations, and deed of restrictions and covenants annotated on the title; and

e. To comply with the policies, rules and regulations, legal orders, directives, and other issuances of the Department of Human Settlements and Urban Development (DHSUD).

Section 6. Voting rights. Each member shall be entitled to such number of votes in proportion to the number of membership in the association under his/her name. A member may exercise his/her voting right(s) in person or by proxy.

Section 7. Member in good standing. A member in good standing is one who complies faithfully with all the duties and obligations of a member.

Section 8. Delinquent member or member not in good standing. A member may be declared delinquent or not in good standing by the majority by the Board on any of the following grounds:

a. Failure to pay at least three (3) cumulative monthly dues, fees, and/or assessments despite repeated demands by the association;

b. Finding of repeated violation of and non-compliance with, including, but not limited to, final orders and directives, pertinent laws, rules and regulations, and policies issued by duly constituted authorities, this Bylaws, and/or the association's policies and/or rules and regulations;

c. Commission of conduct detrimental to the interest of the association and/or the community and determined by the Board from competent proof and after due notice and hearing, to have been committed by the member; and

d. Failure to attend membership meetings in person or by proxy without any justifiable reason for at least three (3) consecutive general membership meetings despite receipt of notice.

A member who has been declared delinquent or not in good standing in accordance with the procedure in the succeeding Section is not entitled to exercise the rights of a member, except the right to inspect association books and records, but is nevertheless obliged to pay all the fees, dues, and other assessments charged the members in good standing.

Section 9. Procedure in declaring a member delinquent or not in good standing. The committee assigned by the Board shall observe the following procedure in declaring a member delinquent or not in good standing:

a. The committee shall preliminarily determine whether a member may be declared delinquent or not in good standing on any of the grounds provided in this Bylaws.

b. The committee shall forthwith notify the said member in writing of the violation and require him/her to explain in writing, within fifteen (15) days from the receipt of the notice of violation, why he/she should not be declared delinquent or not in good standing.

In case the violation was for non-payment of dues, fees and other assessments, the notice shall state that the said member is given a grace period of sixty (60) days reckoned from the receipt of the notice to pay his/her arrears. The member shall notify the committee of his/her intention to avail of the grace period within fifteen (15) days from receipt of the said notice.

c. After the lapse of fifteen (15) days, with or without a written explanation or notice of intention to avail of the grace period, the committee shall conduct a hearing.

d. Within fifteen (15) days from the commencement of the hearing and deliberations, or the termination thereof, whichever is earlier, the member may be declared delinquent or not in good standing by a majority vote of all the members of the Board, through a resolution issued to that effect.

e. The President shall notify the member concerned of the decision of the Board and shall furnish him/her a copy of the board resolution.

f. The member declared delinquent or not in good standing may file a motion for reconsideration with the Board within ten (10) days from the receipt of the board resolution. The motion must be resolved by the Board within five (5) days from the receipt thereof.

Section 10. Sanctions against a delinquent member or a member not in good standing. The rights and privileges of a member are suspended except the right to inspect the association books and records upon the declaration of delinquency by the Board. In the event that the delinquent member is the representative, such suspension shall extend to the homeowner and all those residing in his/her property.

Section 11. Reinstatement of a delinquent member or a member not in good standing. The Board shall, by a majority vote of those present at a meeting at which there is a quorum, reinstate the membership of the delinquent member within ten (10) days from the receipt of proof of satisfaction of the sanctions imposed.

In the event that the Board fails to do so, through no fault of the delinquent member, such as, but not limited to, the failure of the Board to hold a meeting or muster a quorum, his/her membership shall be deemed automatically reinstated and all rights restored.

If the delinquency is based on the failure to attend three (3) consecutive general membership meetings, the submission of an undertaking to attend the next general assembly shall result to the conditional reinstatement of the delinquent member, while the issuance of a proxy in favor of a member of the Board chosen by the delinquent member for the next general assembly shall restore his/her membership in good standing.

When the declaration of delinquency is on the ground of non-payment of dues, fees, and/or other assessments or charges, the member shall notify the association, in writing, of his/her payment of the unpaid dues, fees, and/or other charges, and present proof thereof. Full payment of the arrears shall automatically reinstate his/her status of good standing on the day following the receipt by the association of the notice and proof of payment.

ARTICLE II
DUES, FEES, AND OTHER ASSESSMENTS

Section 12. Membership fee. Every homeowner shall pay the amount of **five hundred pesos (PhP 500.00)** in consideration for membership in the association.

Section 13. Association dues. Monthly association dues of **₱500.00** shall be collected from every member to defray the administrative costs and operational expenses of the association.

Section 14. Contributions. The association may raise funds for its programs and activities through contributions, donations, and/or other forms.

Section 15. Special assessments. The Board may, from time to time, assess and collect from each member reasonable amounts as may be necessary to fund special community projects for the common good and benefit of the association, as approved by the majority of the members of the Board and the members of the association.

ARTICLE III
MEETINGS OF MEMBERS

Section 16. Regular or Annual meetings. The annual or regular meeting of the members may be held at the principal office of the association, or at a place determined by the Board on the **last Sunday of December** of each year. The meeting shall be presided by the President, or in his/her absence, the Vice President.

The election of the members of the Election Committee shall also be held during the annual meeting.

Notice of assembly meetings shall be served to the members or any of the member's household of legal age through any available means, at least two (2) weeks prior to the date of the meeting, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

Section 17. Special meetings. Special meetings of the members may be held at any time upon the call by the majority of the Board, the President or Board Chairperson as necessary, or upon petition by thirty percent (30%) of the members in good standing.

The written notice of any special or emergency meetings stating the date, time, place, and purpose of the meeting shall be served to the members or any of the member's household of legal age, through any available means, at least two (2) weeks prior to the date of the meeting, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

Section 18. Quorum in regular or special general assembly. A majority of the members in good standing shall constitute a quorum to transact business.

Every decision of at least a majority of the members actually present at a meeting where quorum is present shall be valid as a corporate act, except those that require the vote of the majority of all the members of the association.

In the event of failure to obtain the required quorum after one (1) meeting, a referendum shall be held within thirty (30) days from the date of the last failed meeting. A Notice of Referendum, together with an executive brief, detailing information on the issues to be voted on, shall be sent either personally or through electronic means to all members at least fifteen (15) working days prior to the date of the referendum. The notice, together with the executive brief, shall be posted at the association's office and in at least three (3) conspicuous places within the community.

Section 19. Proxies in meetings. Any member may be represented by proxy in all meetings. Proxies shall be in writing, signed by the member, and presented to the association Secretary before such meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than three (3) years from the date of its issuance unless earlier revoked by the member.

Section 20. Annual statement. A true and full statement of the affairs of the association, including the financial status, shall be reported at the annual meeting for the information of the members.

Section 21. Minutes. Minutes of all meetings shall be prepared, kept, and preserved by the association Secretary as a record of the matters and business transacted at such meetings.

Section 22. Order of business. The order of business at all meetings of the members shall be as follows:

a. Proof of service of the notice of meeting;
b. Determination of quorum;
c. Reading and approval of the minutes of the previous annual meeting;
d. Report of the President and Treasurer of the association;
e. Unfinished business;
f. Election of the members of the Election Committee;
g. Other matters;
h. Adjournment.

ARTICLE IV
BOARD OF DIRECTORS/ TRUSTEES AND/OR OFFICERS

Section 23. Board of Directors/Trustees. The powers of the association shall be exercised, all business conducted, and all of its property controlled and held by the Board elected from among the members in good standing.

Section 24. Composition of the Board. The Board of Directors or Trustees shall be composed of seven (7) elected members of the association. The majority of the members of the Board shall be comprised of resident members. Non-resident members, if any, may constitute only a minority of the Board and shall be determined by ranking in the votes they received.

Section 25. Duties and responsibilities of the Board. The Board which has primary authority to manage the affairs of the association shall have the following duties and responsibilities:

a. Regularly maintain an accounting system using generally accepted accounting principles, and keep books of accounts which shall be open for inspection to any homeowner and duly authorized representatives of government agencies upon request, during reasonable hours on business days;

b. Collect reasonable fees, dues, and assessments that may be provided for in this Bylaws and approved by the majority of the members of the association;

c. Collect reasonable charges for assessments, and after due notice and hearing by the Board in accordance with the procedures as provided for in this Bylaws, and rules and regulations adopted by the Board and ratified by the majority of the members, charge reasonable fines for late payments and for violation of this Bylaws, rules, and regulations of the association, in accordance with a previously established schedule adopted by the Board and furnished to the homeowners;

d. Propose measures to raise funds and the utilization of such funds and submit the same for consideration of the members of the association;

e. Undergo a free orientation by the DHSUD on how to conduct meetings, preparation of minutes, handling of accounts, laws and pertinent rules and regulations within thirty (30) days after election and/or appointment;

f. Discharge the duties and responsibilities provided for in this Bylaws;

g. The Board shall act in all instances on behalf of the association, except to amend the Articles of Incorporation and Bylaws, to dissolve the association, to elect members of the Board or to determine the qualifications, powers and duties, and/or terms of office of the Board and officers, and other instances that require the vote or approval of the members themselves;

h. To have a working knowledge of the statutory and regulatory requirements affecting the association;

i. Adopt a system of internal checks and balances to safeguard the integrity of the operations of the association; and

j. Exercise such other powers as may be necessary and proper for the accomplishment of the purposes for which the association was organized.

In the performance of their duties, the members of the Board and officers shall exercise the degree of care and loyalty required by such a position.

Section 26. Qualifications of directors or trustees, and officers. A director or trustee and/or officer of an association -

a. Must be a Filipino citizen;
b. Must be of legal age;
c. Must not be declared delinquent member or member in good standing as of three (3) months prior to the date of the election, regardless of any subsequent declaration of delinquency or disqualification by the Board prior to the election; and
d. Has not been convicted by final judgment of an offense involving moral turpitude.

The legitimate spouse, common law partner, or any of the children of a qualified member, when qualified in his/her own right and not disqualified by his/her own account, may be a candidate in lieu of the member. This excludes the legitimate spouse, common law partner, or any of the children of the members of the incumbent Election Committee.

Section 27. Disqualifications of directors or trustees, and officers. A director or trustee and/or officer of an association shall not have any of the following disqualifications:

a. Those who have been convicted by final judgment of fraud, falsification, defalcation, and other similar violations;

b. Those who, directly or indirectly, have financial or pecuniary interest in any business, contract, or transaction in connection with which he/she intervenes or takes part in his/her official capacity as director or trustee or officer of the association;

c. Former or outgoing directors or trustees and/or officers who have been issued final Order of Imposition of Administrative Sanction (OIAS) by the DHSUD for failure to turnover books, funds, records, and properties of the association to the newly elected Board. In such a case, the disqualification shall be immediately executory even pending appeal;

d. Those incumbent directors or trustees and/or officers who have been found and declared by DHSUD as permanently disqualified for having unreasonably or unjustifiably failed or refused to call for an election in accordance with this Bylaws and/or Republic Act No. 9904 and its Revised IRR;

e. Those who unreasonably failed and/or refused to comply with the orders of DHSUD and/or appellate courts;

f. Members who are directors or trustees and/or officers of another registered homeowners association;

g. Those who have been declared by DHSUD to have instigated, incited, or initiated the conduct of an unauthorized election, and those who have actively participated therein, either as members of the Election Committee or as candidates; or,

h. Those who have been, by final judgment, imposed a penalty of permanent disqualification in any case filed before the DHSUD, Human Settlements Adjudication Commission (HSAC), and/or regular courts.

Section 28. Association Officers. An association shall have the following executive officers who shall be responsible for the management of the association's business: president, vice-president, secretary, treasurer, and auditor who must all be Filipino citizens. No one shall act as president and secretary, or as president and treasurer at the same time. Non-resident members and lessees and/or tenants are not qualified to be elected or appointed as president and treasurer of the association.

The officers shall be elected by the Board from among themselves during the organizational meeting or the first meeting of the Board immediately after the election.

Section 29. President. The President shall preside at all meetings of the members. He/She shall exercise such powers and perform such duties incident to his/her office, and other necessary functions as the Board may assign. Among others, the President shall perform the following functions:

a. Exercise general supervision over all the other officers of the association;

b. Represent the association in all meetings or activities to which it is a party or participant;

c. Preside, in consultation with the appropriate officers and committees, a yearly program of activities and submit an annual report of the operations of the association to the members at the annual meeting, and to the Board such statements, report, memoranda and accounts as may be requested by the latter; and

d. Shall execute in the name of the association all contracts and agreements authorized by the Board.

Section 30. Vice-President. The Vice-President shall be vested with all the powers and authority of, perform the duties of the President during the absence or incapacity of the latter, and shall perform such other duties that the Board may assign to him/her. He/She shall assist the President in all matters affecting the operation of the association.

Section 31. Treasurer. The Treasurer shall have overall responsibility for all association funds, receipts, and disbursements of the association, and shall perform the following:

a. Act as the custodian of the funds and property of the association;

b. Keep a complete and accurate record of all receipts and disbursements of the association, and ensure that all disbursements and/or expenditures are evidenced by appropriate vouchers;

c. Disburse the funds of the association for specific purpose/s authorized by a resolution of the Board;

d. Collect fees, dues, and assessments from the members with the amount provided in this Bylaws and/or approved by the majority of the members;

e. Deposit the funds of the association in bank accounts under the name of the association;

f. Shall monitor all delinquencies, issue and send notices or demand letters on overdue association dues, fees, and other assessments;

g. Prepare the financial statements of the association to be submitted and reported to the Board and to the President monthly, and to report to the members during the general assembly an account of the financial condition of the association; and

h. Such other duties incident to the office of the Treasurer.

The Treasurer may delegate the routine duties of the Office of the Treasurer to one or more employees of the association, designated by the Board of Directors or Trustees upon recommendation of the President.

Section 32. Secretary. The Secretary shall keep and maintain a membership book containing the list of all members including information and data which may be required by the Board, act as repository of all records and other documents of the association, handle all correspondences of the association, and perform such other functions and/or duties incident to the office of the Secretary and as the Board may assign.

Section 33. Auditor. The Auditor shall perform the following functions:

a. Conduct a detailed and monthly audit of all financial accounts, books and transactions of the association, and shall render a report of his/her audit as may be required by the Board or by request of the majority of the members; and

b. Such other duties as are incident to his/her office and as may be assigned by the Board.

Section 34. Term and assumption of office. The Board shall hold office for a fixed term of two (2) years. No member of the Board shall serve for more than two (2) consecutive terms.

Assumption of office of the newly elected Board of Directors or Trustees shall commence from the date of expiration of the term of the outgoing Board, or thirty (30) days from the date of their proclamation.

In all cases, no staggered term of office shall be allowed. Upon their election and proclamation, the Board shall immediately convene for the purpose of electing among themselves the Chairperson and Vice Chairperson of the Board.

When the election of the Board of Directors or Trustees is held later than the date fixed in this Bylaws, the newly elected directors or trustees shall only serve for the remainder of the fixed term of two (2) years.

The term of office of the officers shall coincide or correspond to the term of office of the directors or trustees.

Section 35. Turnover of records and properties by the outgoing Directors or Trustees and/or Officers. The outgoing directors or trustees and/or officers of the association shall turn over all association books, records, funds, properties, and other assets to the new set of directors or trustees and/or officers within fifteen (15) days from the assumption of office of the newly elected Board and/or officers.

In the event the outgoing Board unjustifiably refuses to turnover the association books, funds, records, properties, and assets despite demands made by the newly elected Board and/or officers, the latter shall notify the DHSUD of such failure to turnover.

Section 36. Removal of a director or trustee and/or officer. A director or trustee directly elected by the members of the association may be removed from office through a petition duly signed by the majority of the members in good standing, for any cause or causes provided in this Bylaws, other pertinent laws, rules and regulations, subject to verification and validation of the DHSUD.

The directors or trustees and/or officers who failed to continuously possess all the qualifications under Section 26 and have possessed the disqualifications enumerated in Section 27 herein may be removed from office by the Board through a resolution approved by the majority of all its members.

Section 37. Dissolution of the Board of Directors or Trustees. The Board may be dissolved through a petition signed by two-thirds (2/3) of the association members, regardless of standing, for any cause or causes provided in this Bylaws, other pertinent laws, rules and regulations, subject to verification and validation of the DHSUD.

Section 38. Grounds for removal of a director or trustee and/or officer or dissolution of the Board of Directors. A director or trustee may be removed, or the Board may be dissolved on grounds, such as, but not limited to, the following:

a. Breach of trust;
b. Conflict of interests;
c. Mismanagement, fraud, or abuse of authority;
d. Tolerated the commission of fraudulent activities and other illegal acts committed by a director or trustee and/or member;
e. Gross negligence in managing the affairs of the association;
f. Failed to perform their fiduciary duties and/or responsibilities;
g. Any of the grounds enumerated in Section 27 hereof; or
h. Any violation of Section 25 hereof.

Section 39. Vacancy in the office of the director or trustee and/or officer. Any vacancy occurring in the Board due to removal, resignation, withdrawal, death, or incapacity or any other cause or causes shall be filled by a majority vote of the members in good standing at a special election duly called for the purpose.

Any vacancy in the officers elected by the members of the Board among themselves shall be filled by the votes of the majority of the total number of the directors or trustees.

The director or trustee or officer so elected shall serve only the unexpired term of office of his/her predecessor in office.

Section 40. Board meetings. The Board shall hold regular meetings at such time and place to be determined by the Board. Special meetings may be held at any time upon the call of the Chairperson of the Board or by a majority of the Board with notice to the Chairperson. The Chairperson or in his/her absence, the Vice Chairperson shall preside at all meetings of the Board.

The association Secretary shall send a notice of meeting to the Board members at least two (2) days prior to the meeting. The notice shall include the date, time, location, and purpose of the meeting. No other business may be transacted at the meeting, other than what is specified in the notice, unless approved by a majority of the Board members present, provided there is a quorum.

Section 41. Attendance in Board meetings. A director or trustee shall attend board meetings in person or through remote or electronic means of communication.

Directors or trustees who cannot physically attend or vote at Board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunity to participate. Directors or trustees cannot attend or vote by proxy at Board meetings.

Section 42. Quorum in Board Meetings. A majority of the number of directors or trustees as fixed in the Articles of Incorporation shall constitute a quorum to transact business. Every decision of at least a majority of the directors or trustees who actually participated at a meeting shall be valid, except those acts that require the vote of the majority of all the members of the Board.

Section 43. Minutes. Minutes of all Board meetings shall be prepared, kept, and preserved by the association Secretary as a record of the matters and business transacted at said meetings.

Section 44. Compensation. The members of the Board shall serve without compensation in any form. The prohibition against receiving compensation does not apply to other officers and employees of the association who are not members of the Board.

Furthermore, reasonable expenses incurred by the Board, Directors or Trustees and/or Officers, directly in connection with and necessary for the conduct of official activities, may be reimbursed upon presentation of receipts and/or other documentary evidence in support of such claims.

ARTICLE V
STANDING COMMITTEES

Section 45. Committees. The Board shall have the power to create committees, such as, but not limited to, the following:

a. **Election Committee.** The members of the Committee shall be elected by the majority of the members in good standing at the annual meeting of members or in a special general assembly called by the Board, ninety (90) days prior to the date of the election. The members of the Committee must be members in good standing, not members of the incumbent Board, and must have no intention to run for any elective or appointive office within the association during their term. The members of the Committee shall hold office for a fixed term of two (2) years from the date of proclamation.

   The Election Committee shall have the following duties and responsibilities:

   a. Formulate election rules strictly in accordance with this Bylaws, pertinent laws, policies, guidelines, rules and regulations;
   b. Conduct regular elections on the date fixed herein and conduct special elections and referenda, as may be necessary;
   c. Ensure that all members are notified of the election rules and regulations, the date, time, and venue of the election, and all election-related activities;
   d. Screen and pass upon the qualifications of the voters and candidates based on the latest list of members submitted to the DHSUD. The final list of voters and candidates shall be posted on the bulletin board of the association, in at least three (3) conspicuous places within the subdivision, and in social media account of the association, not later than twenty (20) days from the calling of an election;
   e. Validate proxies;
   f. Resolve all election-related issues within five (5) days from the receipt of the election contest or protest. Failure of the Committee to resolve election contests

or protests shall be a ground for disqualification of its members to hold any elective or appointive position in the association;

g. Proclaim the winning candidates;

h. Prepare and submit election reports to the DHSUD within fifteen (15) days after the election; and

i. Perform such other duties and responsibilities as may be necessary for an orderly, peaceful and honest election.

b. **Grievance Committee.** The members of the Committee must be members in good standing and not members of the incumbent Board. The Committee shall accept and investigate grievances or complaints filed by a director/trustee and/or officer, member, homeowner, or beneficial user against any other member, homeowner, beneficial user, director or trustee and/or officer, and shall settle any disputes within its power. The Committee shall resolve the complaints or disputes brought before it within thirty (30) days from the receipt thereof.

Any controversy or dispute shall first be brought before the Grievance Committee prior to elevating the same to the DHSUD and/or HSAC.

c. **Audit Committee.** The members of the Committee must be members in good standing and not members of the incumbent Board. The Committee shall be responsible for auditing the accounts of the association. It shall conduct such audit at least semi-annually and submit its audit reports to the Board.

d. **Disaster Risk Reduction and Management (DRRM) Committee.** The Committee shall be composed of at least three (3) members in good standing who shall act as front liners in times of disaster or emergency. The Committee shall have close coordination with the Barangay DRRMC, the Local DRRMC, or the Regional DRRMC in the implementation of the disaster risk reduction and management programs, policies, and guidelines within their jurisdiction.

e. **Gender and Development (GAD) Committee.** The Committee shall be composed of members in good standing, with the Chairperson preferably being a woman. This Committee shall undergo and initiate training on Human Rights and Gender Sensitivity, provide assistance to victim-survivors of abuse, especially to senior citizens, persons with disabilities, and other marginalized groups, and properly coordinate it with the local barangay. It shall ensure that concerns or issues within the association are fully addressed in a gender-sensitive manner.

f. **Environment Committee.** The Committee shall foster awareness, recognition, and support for a healthy and sustainable natural environment. The Committee shall likewise extend help during natural calamities and/or any environmental eventualities.

g. **Livelihood Committee.** The Committee shall plan and coordinate all economic programs designed to supplement the income of the members.

h. **Maintenance Committee.** The Committee shall be responsible for the upkeep and repair of community facilities and services.

i. **Peace and Order Committee.** The Committee shall be responsible for maintaining peace and order in the community. It shall form and organize the members into brigades to safeguard the security of the area and emergency/disaster brigade to meet any natural or man-made calamity.

j. **Kasambahay Affairs Committee.** It shall be responsible for the registration of all domestic workers and/or employees of the homeowners, and shall submit an updated list to the Office of the Barangay.

k. **Social and Cultural Affairs Committee.** It shall be tasked with planning, organizing, and implementing social activities that will help improve inter-personal relations among the members. It shall also develop programs and activities to deepen cultural awareness among the members.

The members of the committees within the association shall be composed of members in good standing.

ARTICLE VI
ELECTIONS

Section 46. Holding of elections. Elections for the members of the Board shall be held on the **Last Sunday of March** every two (2) years.

For the conduct of the first election under this Bylaws, the Interim Board shall hold a special general assembly within one (1) month of the issuance of the Certificate of Incorporation to elect the members of the Election Committee. Subsequently, the Interim Board shall call for the first regular election within one (1) month of the constitution of the Election Committee. The elected directors or trustees shall only serve until the regular election as provided in this Bylaws. The election shall be done by secret ballot.

Section 47. Calling of an election. Only the incumbent Board is authorized to call for an election. The Board shall call for the election ninety (90) days prior to the election date set forth in this Bylaws.

Section 48. Notice of Election. The Notice of Election must be served to all members in good standing at least five (5) days prior to the scheduled date of election. The notice shall state that the recipient is a member in good standing, the member's intent to participate in the election either in person or by proxy, and that the mere receipt of the notice is sufficient to establish quorum for the upcoming election.

Section 49. Quorum in elections. A simple majority of members in good standing shall constitute a quorum.

Mere receipt of the Notice of Election by the member or any member of his/her household with sufficient discretion, shall be counted in determining the existence of a quorum in the said election.

Section 50. Proxies in elections. Qualified members may vote in person or by proxy in all elections. Proxies shall be in writing, signed by the member and submitted to the Election Committee in accordance with the schedule set in the election guidelines, and validated by the said committee. In all cases, the proxy shall be issued for a specific election. No proxy shall be valid and effective for a period longer than one (1) year from the date of its issuance unless earlier revoked by the member.

Section 51. Postponement of election. No postponement of regular or special election shall be allowed except in cases of fortuitous event and/or force majeure. In such a case, the Election Committee shall call and conduct a special election within thirty (30) days from the initial date of the election or the cessation of the cause for such postponement of election. Only one (1) postponement shall be allowed, otherwise it will be considered as a failure of election.

At least ten (10) days prior to the scheduled date of the special election, the Election Committee shall submit the following to the DHSUD:

a. Notice of postponement of the regular or special election; and
b. Affidavit of non-holding of election stating categorically the reasons why no election was conducted. The affidavit shall be executed by the members of the Election Committee.

Section 52. Failure of election. When a regular or special election cannot be held or conducted due to lack of candidates or the number of qualified candidates did not reach a number as to constitute the majority of the entire Board, or for any other serious causes such as the holding of a free, orderly and honest election is impossible, the Election Committee shall declare a failure of election and shall notify the DHSUD of such declaration within fifteen (15) days from the date of the failed election.

Section 53. Effect of failure of election. The power and authority of the incumbent Board notwithstanding the declaration of failure of election shall be deemed *functus officio* by the expiration of their term of office. No member of the incumbent Board shall be allowed to exercise any authority in hold-over capacity of whatever nature.

Section 54. Election contests. Election contests, such as disqualification of candidates and/or voters, validity of proxy, manner or process of election, or any analogous controversy or dispute occurring prior to the election, shall be filed with the Election Committee immediately upon discovery thereof, but not later than forty-five (45) days prior to the date of election.

Section 55. Election protests. Election protests, such as controversies or disputes involving title or claim to any elective office in the association, validity of election or proclamation of winners, or any analogous controversy or dispute occurring after the proclamation of winning candidates shall be filed with the Election Committee within five (5) days from the date of the proclamation.

ARTICLE VII
FINANCIAL TRANSACTIONS AND OTHER RECORDS

Section 56. Contracts. The Board shall, by specific resolution, authorize the President to enter into and execute any contract and deliver any instrument in the name or on behalf of the association.

Section 57. Signing of Checks, etc. All checks, drafts, or other orders for payment of money, and all notes, bonds or other evidence of indebtedness issued in the name of the association shall be signed jointly by the Treasurer and the President or other officers authorized by the Board.

Section 58. Financial-related management. The association shall observe the following with regard to its funds, financial, and other records:

a. The association or its managing agent shall keep financial and other records sufficiently detailed to enable the association to fully declare to each member the true statement of its financial status. All financial and other records of the association including, but not limited to, checks, bank records, and invoices, in whatever form these are kept, are the property of the association.

b. A financial statement of the association shall be prepared annually by the Treasurer, attested to by the Chairperson of the Board or the President, and audited by the Auditor and/or an independent certified public accountant, shall be posted in the association office, bulletin boards, and other conspicuous places within the community, and shall be submitted to the DHSUD within ninety (90) days from the end of the accounting period; and

c. The funds of the association shall be kept and deposited in bank accounts in the name of the association and shall not be joined or commingled with the fund of any other association, director or trustee, officer or any other person responsible for the custody of such funds.

Section 59. Fiscal Year. The fiscal year of the association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 60. Policies, Rules, and Regulations. The Board shall have the power to promulgate policies, rules, and regulations consistent with the laws, and pertinent rules and regulations subject to consultation and ratification of the majority of the members, regardless of standing.

Section 61. Amendment. This Bylaws or any portion or provision thereof may be amended or repealed by majority vote of all members of the association, regardless of standing, at a duly called and held regular or special meeting; *provided,* the notice of such meeting shall contain a fair statement of the proposed amendments. The amendments shall be effective and may be implemented upon the approval of the DHSUD.

Adopted and approved by the interim Board and majority of all the members of the association on June 14, 2025 at the Sonera Clubhouse.

IN WITNESS WHEREOF, We have hereunto signed this Association Bylaws, this 18th day of February, 2026 at Malvar, Batangas, Philippines.

Richard Ryan Mampolino **Karol Niña Llanes**

Edwin dela Cruz **Michelle Justine Coronel**

Richard Marquez **Raysa Marie Medrero**

Sonaldo Lirio