

**RESOLUTION REGARDING ADOPTION OF
AMENDED AND RESTATED BYLAWS
RIO VILLA IMPROVEMENT COMMITTEE, INC.**

THE STATE OF TEXAS §
 § KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS §

WHEREAS, Rio Villa Improvement Committee, Inc. ("the Committee") is charged with administering and enforcing those certain covenants, conditions and restrictions contained in the Committee's Bylaws, and the respective Declaration of Covenants, Conditions & Restrictions (restrictive covenants) encumbering all properties governed by Rio Villa Improvement Committee, Inc. (collectively referred to as "the Declarations"); and

WHEREAS, the Board of Directors of the Committee is empowered to amend the Bylaws of the Committee, pursuant to §22.102 of the Texas Business Organizations Code;

WHEREAS, the Board of Directors has considered and discussed certain modifications to one or more provisions of the Committee's Bylaws, and has determined that the adoption of the attached Amended and Restated Bylaws would be in the best interest of the Rio Villa community, and all persons owning property and/or residing therein.

WHEREAS, the Board of Directors of Rio Villa Improvement Committee, Inc., desires to adopt the attached Amended and Restated Bylaws, on the date indicated thereon, to become effective upon being recorded in the office of the County Clerk, Harris County, Texas.

NOW, THEREFORE, BE IT RESOLVED that the express provisions of the attached document, entitled "Amended and Restated Bylaws of Rio Villa Improvement Committee, Inc." are hereby adopted on behalf of the Committee and its members.

THE UNDERSIGNED Board of Directors hereby adopt the attached Amended and Restated Bylaws, which shall supersede, and in all respects replace, all previous versions of the Committee's Bylaws, as well as all previous amendments and supplementations thereof.

IN WITNESS WHEREOF, the undersigned have executed this Resolution Regarding Adoption of Amended and Restated Bylaws of Rio Villa Improvement Committee, Inc., on this 19th day of July, 2022.

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RIO VILLA IMPROVEMENT COMMITTEE, INC.

CERTIFICATION

“The undersigned, being a Director of Rio Villa Improvement Committee, Inc., hereby certify that the foregoing Resolution Regarding Adoption of Amended and Restated Bylaws was adopted by the Board of Directors of Rio Villa Improvement Committee, Inc., at a meeting of such Directors at which a quorum was present, or as otherwise authorized by law.”

By: *Corey Frugé*
Director, Rio Villa Improvement
Committee, Inc.

Print Name: Corey Frugé

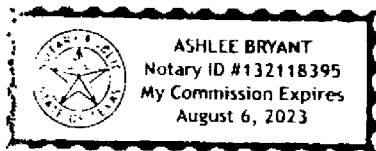
STATE OF TEXAS §

§

COUNTY OF HARRIS §

Before me, the undersigned authority, on this day personally appeared Corey Frugé, a Director of Rio Villa Improvement Committee, Inc., a Texas non-profit corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he/she had executed the same as the act of said entity for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 19th day of July, 2022.



Ashlee Bryant
Notary Public, State of Texas

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**AMENDED AND RESTATED BYLAWS OF
RIO VILLA IMPROVEMENT COMMITTEE, INC.
A NON-PROFIT CORPORATION**

ARTICLE I

NAME AND LOCATION

The name of the corporation is Rio Villa Improvement Committee, Inc. The meetings of members and directors may be held at such places within Harris County, Texas as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. “*Committee*” shall mean and refer to Rio Villa Improvement Committee, Inc., its successors and assigns.

Section 2. “*Common Area*” or “*Common Property*” shall mean all real property owned by the Committee for the common use and enjoyment of the Owners.

Section 3. “*Declaration*” or “*Declarations*” shall collectively mean and refer to those documents recorded in the office of the Harris County Clerk, Official Public Records of Real Property of Harris County, Texas, under Clerk’s File Numbers: C490171, C535958, C706336, C786703, D223265 and D443625, as well as all amendments and/or supplements thereto.

Section 4. “*Member*” shall mean and refer to those persons entitled to membership in the Committee as provided in the Declarations.

Section 5. “*Owner*” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Rio Villa subdivisions, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 6. “*Subdivision*” shall mean and refer to those certain tracts and/or Lots of real property described within the Declarations, and such additions thereto as may be brought within the jurisdiction of the Committee pursuant to the provisions of the Declarations.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meetings. Annual Meetings of the members shall be held in January each year or at such other times that the Board shall choose.

Section 2. Special Meetings. Special meetings of members may be called at any time by the President or by the Board of Directors, or on written request of members who are entitled to vote one-tenth of all votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of members shall be given by, or to the direction of, the secretary or other person authorized to call the meetings by mailing a copy of such notice, postage prepaid not later than the 10th day or earlier than the 60th day before such meeting to each member, addressed to the member's address last appearing on the books of the Committee, or supplied by such member to the Committee for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting. If notice is sent by mail, notice will be deemed delivered when deposited in the United States mail, with proper postage prepaid, addressed to the member at the member's address as it appears in the records of the Committee at the time of mailing.

Section 4. Quorum. For a meeting of the members at which a Director or Directors will be elected, the members present in person or by proxy at the meeting shall constitute a quorum for the purpose of conducting elections. For all other meetings, the presence at the meeting, in person or by proxy, of members entitled to cast thirty percent (30%) of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the articles of incorporation, or these Bylaws. If a quorum is not present at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies & Members Right to Vote. At all meetings of members, each member may vote in person or by proxy, absentee ballot, or electronic ballot (e-mail, facsimile, or posting on an internet website, provided such technology is at that time utilized by the Committee). All members may vote; no member may be disqualified from voting for any reason. All proxies shall be in writing and filed with the secretary. Subject to Section 6 of this Article, all proxies and ballots must be in writing and filed with the Secretary. Electronic votes are considered written and signed. Absentee ballots must contain each proposed action with an opportunity to vote for or against, ballot mailing or delivery instructions, and a disclaimer that the ballot will not be counted if the proposal is changed at the meeting. Absentee ballots will not be counted if the member attends the meeting and votes in person or if the matter being voted on changes from what was listed on the absentee ballot. Individual ballots may be disqualified for any of the following reasons, including, but not limited to: failure to sign the written ballot; failure to identify property to validate ownership; conflict between votes of two members of the same property; unreadable or ambiguous markings for vote; or, voting for more candidates than open positions. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his Lot. No proxy will be valid eleven (11) months from the date of its execution.

The Committee is not required to provide an owner with more than one voting method; however, owners must be allowed to vote by absentee ballot or proxy.

Section 6. Vote Tabulator. A person who is a candidate in an election to the Board or who is otherwise the subject of a Committee election, or a person related to that person within the third degree by consanguinity or affinity, may not tabulate or otherwise be given access to the ballots cast in that election except as provided by law. The person who tabulates votes in the election may not disclose to any other person how an individual voted. Only a person who tabulates votes or who performs a recount under Section 209.0057(c) of the Texas Property Code, may be given access to the ballots cast in the

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election or vote. This Section may not be construed to affect the Committee’s obligation to comply with a court order for the release of ballots or other voting records.

Section 7. Recount of Votes. Any member may, not later than the 15th day after the later of the date of the meeting at which the election or vote was held or the date of the announcement of the results of the election or vote, require a recount of the votes. A demand for a recount must comply with the express provisions of the Texas Property Code.

Section 8. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members entitled to vote with respect to the subject matter.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The affairs of the Committee shall be managed by a Board of not less than three (3) Directors, all of whom shall be members of the Committee. The number of Directors may be expanded to not more than five (5) by resolution of the Board. When additional Director positions are created, such positions shall be filled by an election, to be conducted at a meeting of the Members.

Section 2. Term of Office. Each Director shall serve for a term of one (1) year.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Committee. In the event a director is removed from the Board, his/her successor shall be elected by the members and shall serve for the unexpired term of his/her predecessor. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board, even though less than a quorum, and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Committee. Any Directors may, however, be reimbursed for actual expenses incurred in the performance of his/her duties.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors may be by nominating committee, provided such a committee has been created/formed by the Board. A solicitation of candidates shall be performed in advance of every election, as provided by the Texas Property Code. There shall be no nominations “from the floor” at any meeting.

Section 2. Election. Election to the Board of Directors shall be conducted by any voting method listed in Article III. At such election, the members or their proxies may cast in respect to each open position, as many votes as they are entitled to exercise under the provisions of the Declaration. Cumulative voting is not permitted. If an election is uncontested, the slate of candidates may be accepted by acclamation, on Motion by the chairperson.

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ARTICLE VI

BOARD OF DIRECTORS - MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, or more often as determined necessary by the Board, at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Committee, or by any two (2) Directors, after not less than seven (7) days' notice to each Director.

Section 3. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present shall constitute the act or decision of the Board.

Section 4. Meetings Requirements. Regular and special meetings of the Board of Director must be open to members, subject to the right of the Board to adjourn a board meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the Committee's attorney, matters involving the invasion of privacy of individual members, or matters that are to remain confidential by request of the affected parties and agreement of the board. Following executive session, any decision made in the executive session must be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual members, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary must include a general explanation of expenditures approved in executive session, if any.

The Board meeting may be held by electronic or telephonic means provided that:

- (a) Each Director may hear and be heard by every other Director;
- (b) Except for any portion of the meeting conducted in executive session:
 - 1. All owners in attendance at the meeting may hear all Directors; and
 - 2. Owners are allowed to listen using any electronic or telephonic communication method used or expected to be used by a Director to participate; and
- (c) The notice of the meeting includes instructions for owners to access any communication method required to be accessible under Subsection (b)(2) listed above.

Section 5. Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special Board of Directors meeting, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be:

- (a) mailed to each member not later than the 10th day or earlier than the 60th day before the date of the meeting; or

(b) provided at least 72 hours before the start of the meeting by:

1. posting the notice in a conspicuous manner reasonably designed to provide notice to the members: in a place located on the Committee's Common Areas; or, with the member's consent, on other conspicuously located privately owned property within the subdivision; or on any internet website maintained by the Committee or other Internet media; and
2. sending the notice by e-mail to each member who has registered an e-mail address with the Committee for this purpose.

Section 6. Action Taken by the Board of Directors. The Board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under this Article, if each Director is given a reasonable opportunity to express the Director's opinion to all other Directors and to vote. Any action taken without notice to owners under this Section must be summarized orally, including an explanation of any known actual or estimated expenditures approved by such vote, and documented in the Minutes of the next regular or special board meeting.

The Board of Directors may not, unless done in an open meeting for which prior notice was given to owners, consider or vote on:

- (a) fines;
- (b) damage assessments;
- (c) initiation of foreclosure actions;
- (d) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
- (e) an increase in assessments;
- (f) levying of special assessments;
- (g) appeals from a denial of architectural control approval; or
- (h) a suspension of a right of a particular Member before the Member has an opportunity to attend a board meeting to present the Member's position, including any defense, on the issue.
- (i) lending or borrowing money;
- (j) the adoption of amendment of a dedicatory instrument;
- (k) the approval of an annual budget or the approval of an amendment of an annual budget that increases the budget by more than 10 percent;
- (l) the sale or purchase of real property;
- (m) the filling of a vacancy on the board;
- (n) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (o) the election of an officer.

Section 7. Minutes of the Meetings. The Board shall keep a record of each regular or special board meeting in the form of written Minutes of the meeting. The Board shall make meeting records, including approved Minutes, available to a member for inspection and copying on the member's written request to the Committee's managing agent at the address appearing on the most recently filed Management Certificate.

ARTICLE VII

BOARD OF DIRECTORS - POWERS AND FUNCTIONS

Section 1. Powers. The Board of Directors shall have power to:

(a) Adopt and publish rules and regulations governing the use of the common areas and facilities including the personal conduct of the members and their guests thereon; and to establish penalties for infractions of such rules and regulations;

(b) Suspend the right to use of the recreational facilities of any member during any period in which such member is in default in the payment of any assessment levied by the Committee. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days for infraction of published rules and regulations;

(c) Exercise on behalf of the Committee all powers, duties, and authority vested in or delegated to the Committee and not specifically reserved to the membership by the Declaration, articles of incorporation, or by other provisions of these Bylaws;

(d) Declare the office of a member of the Board of Directors to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.

Section 2. Other Functions. It shall be the function of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at each annual meeting, or at any special meeting at which such a statement is requested in writing by one-fourth of the members;

(b) As more fully provided in the Declarations, to:

1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

(c) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

(d) Procure and maintain adequate liability and hazard insurance on all property owned by the Committee;

(e) Cause all officers or employees having fiscal responsibilities to be bonded or insured, as it may deem appropriate; and

(f) Cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR FUNCTIONS

Section 1. Enumeration of Offices. The officers of the Committee shall be a President, a Secretary, and a Treasurer, all of whom shall at all times be a member of the Board of Directors, and such other officers as the board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of members.

Section 3. Term. The officers of the Committee shall be elected annually by the Board. Each shall hold office for a term of one (1) year unless he/she shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in the Committee may require, each of whom shall hold office for such period, have such authority, and perform such duties as the board may, from time to time, determine.

Section 5. Resignation and removal. Any officer may be removed from office by the Board at any time with or without cause. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he/she replaces.

Section 7. Multiple offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Functions. The functions of the Officers are as follows:

a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks and promissory notes.

b) Vice President. The Vice President shall act in the place of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep appropriate current records showing the members of the Committee together with their addresses; and perform such other duties as may be required by the Board or by these By-laws.

d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Committee, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Committee; shall keep proper books of account; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be made available to each member, and a report on which shall be made available and/or handed out at the regular annual meeting of members.

ARTICLE IX

SUPPORT COMMITTEES / SUB-COMMITTEES

The Board of Directors may appoint such “support committees” and/or “sub-committees” and members thereof as it may deem appropriate in the performance of its duties. Support committees shall serve at the direction of the Board of Directors, and shall report to the Board. Support committees shall seek to provide assistance, advice and recommendations to the Board of Directors, and shall not possess independent authority to act on behalf of the Board, nor the Committee.

Each member of a support committee will continue as such until a successor is appointed, unless the support committee is sooner terminated or such member is removed from the support committee. One member of each support committee will be appointed Chair by the person or persons authorized to appoint the support committee members. Unless otherwise provided in the resolution of the Board of Directors designating a support committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Committee, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Committee, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation will be signed by two (2) such officers or agents of the corporation and in such manner as from time to time may be determined by resolution of the Board. In the absence of such determination by the Board, such instruments must be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation. All funds of the corporation must be deposited from time to time to the credit of the Committee in such banks, trust companies, or other federally insured depositories as

the Board may select. **The Director, Officer and/or manager who receives bank statements and statements received from other financial institutions shall provide true, accurate and complete copies of such statements, as well as other correspondence received from such institutions, to all members of the Board of Directors, within fourteen (14) days of such individual's receipt of such statements, in order that all members of the Board of Directors may review such statements on a regular and consistent basis.**

Section 3. Donations. The Board may accept, on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Committee. The Board may also make donations to non-profit corporations, if deemed in the best interest of the community.

ARTICLE XI

BOOKS AND RECORDS; INSPECTION

Subject to the terms of the Committee's Records Production and Copying Policy, the books, records, and papers of the Committee shall be subject to inspection by any member during ordinary business hours. The Declarations, articles of incorporation, and Bylaws of the Committee shall be available for inspection by any member at the principal office of the Committee, where copies shall be made available for sale at a reasonable price.

ARTICLE XII

MISCELLANEOUS NOTICE TO MEMBERS

Section 1. Alternate Notice to Members. The Committee may adopt a method that may be used to provide a notice from the Committee to a property owner. The Committee may use an alternative method to provide a notice for which another method is prescribed by law only if the owner to whom the notice is provided has affirmatively opted to allow the Committee to use the alternative method of providing notice to provide to the owner notices for which another method is prescribed by law. An owner may not be *required* to allow the Committee to use an alternative method of providing notice.

Section 2. Membership Voting Outside of a Meeting. For any vote of the members, including an election, which is not conducted at a meeting, the Committee shall give notice of the vote to all owners entitled to vote on any matter under consideration. The notice shall be given not later than the 20th day before the latest date on which a ballot may be submitted to be counted.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Committee shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

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ARTICLE XIV

AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors, at a regular or special meeting of the Board of Directors, in accordance with the express provisions of the Texas Business Organizations Code.

ARTICLE XV

INDEMNITY

Except in cases of fraud, willful malfeasance, gross negligence or bad faith of the director or officer in the performance of duties, and subject to the provisions of applicable Texas law, each director and officer shall be indemnified by the Committee and the members against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her by judgment or settlement in connection with any proceeding to which he or she may be a party, or may become involved by reason of being or having been a director or officer of the Committee. The Committee may indemnify its officers and directors to the extent permitted by the Texas Business Organizations Code.

ARTICLE XVI

CONFLICTS

In the case of any conflict between the articles of incorporation and these Bylaws, the articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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Pages 13
07/20/2022 08:57 AM
e-Filed & e-Recorded in the
Official Public Records of
HARRIS COUNTY
TENESHIA HUDSPETH
COUNTY CLERK
Fees \$62.00

RECORDERS MEMORANDUM

This instrument was received and recorded electronically and any blackouts, additions or changes were present at the time the instrument was filed and recorded.

Any provision herein which restricts the sale, rental, or use of the described real property because of color or race is invalid and unenforceable under federal law.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas.



Teneshia Hudspeth
COUNTY CLERK
HARRIS COUNTY, TEXAS

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