

2023 AMENDED BYLAWS

OF

RIVERSIDE LAKELAND PROPERTY OWNERS ASSOCIATION

ARTICLE I - Offices

1. The principal office of the corporation shall be located at Riverside Lakeland Subdivision in Walker County, Texas.
2. The Association shall have and continuously maintain in the State of Texas, a registered office as required by the Texas Non-Profit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - Board of Directors

1. Management of Association. The business and affairs of the Association shall be managed by its Board of Directors which may exercise all such powers of the Association and do all such lawful acts and things as are allowed by statute, the Articles of Incorporation, these Bylaws or the Restrictions directed or required to be exercised or done by the Members. Directors need not be residents of Walker County, Texas, but must be members of the Association.
2. Powers of the Board of Directors. Notwithstanding anything seemingly to the contrary contained in any provision of these Bylaws, the Association shall act through its Board of Directors, which shall manage the affairs of the Association. By way of illustration, but not in limitation, the Board of Directors shall have the power, subject to any Texas law providing otherwise, to:
 - (a) Adopt and publish rules and regulations governing use of the common area and facilities, including but not limited to solar panels, roofing, architectural control matters, and the personal conduct of the members and their guests thereon, and to establish penalties for infraction thereof;
 - (b) Suspend the right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association as stated herein. Such rights may also be suspended after notice and hearing by the Board of Directors;
 - (c) Exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation, or the Restrictions;

- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
 - (e) Employ a manager, secretary, attorneys, independent contractors, and/or such other employees as they deem necessary, and to prescribe and oversee their assigned duties.
3. Number of Directors. The number of directors shall be five. The number of directors may be increased or decreased from time to time by amendment to these bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. Said directors shall hold office as follows:
- Directorship One: A two-year directorship to be elected in odd numbered years;
 - Directorship Two: A two-year directorship to be elected in even numbered years;
 - Directorship Three: A two-year directorship to be elected in odd numbered years;
 - Directorship Four: A two-year directorship to be elected in even numbered years; and
 - Directorship Five: A two-year directorship to be elected in odd numbered years.
- Each directorship shall be for a period of two years, excepting that the initially appointed directors by the incorporators shall serve a term until the annual meeting of members in either even numbered or odd numbered years, as the cases may be.
- A director must be a property owner in Riverside Lakeland Subdivision, Walker County, Texas, and must not be delinquent in payment of any maintenance fee or other fees due as required by the Deed Restrictions and these Bylaws.
4. Election of Directors. At each annual meeting the members shall elect directors as set forth in Section 3 hereof, to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall be elected and shall qualify.
5. Voting:
- (a) The Board shall actively solicit members to run for the Board of Directors as provided herein.
 - (b) At least 10 days before the date a property owners' association composed of more than 100 lots disseminates absentee ballots or other ballots to association members for purposes of voting in a board member election, the association must provide notice to the association members soliciting candidates interested in running for a position on the board. The notice must contain instructions for an eligible candidate to notify the association of the candidate's request to be placed on the ballot and the deadline to submit the candidate's request. The deadline may not be earlier than

the 10th day after the date the association provides the notice required by this subsection.

(c) The notice required by Subsection (b) must be:

(1) mailed to each owner; or

(2) provided by:

(A) posting the notice in a conspicuous manner reasonably designed to provide notice to association members:

(i) in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or

(ii) on any Internet website maintained by the association or other Internet media; and

(B) sending the notice by e-mail to each owner who has registered an e-mail address with the association.

(d) An association described by Subsection (b) shall include on each absentee ballot or other ballot for a board member election the name of each eligible candidate from whom the association received a request to be placed on the ballot in accordance with this section. (Section 209.00593, Texas Property Code, effective September 1, 2015).

6. Call for Election: The Secretary shall examine the list of candidates, certifying them as eligible to vote and to hold office, and shall issue the call for the election to be held on the 2nd Saturday of July each year. The Board may have ballots prepared and mailed to each qualified voter, according to the then records of the Association, in which event said ballot will be so mailed no later than ten (10) days or earlier than thirty (30) days next preceding the election. The Board shall prescribe and organize the mechanics of the actual balloting giving particular consideration to the qualifications and/or eligibility of those voting. None of the foregoing shall operate to deprive qualified voters to write in the candidate of their choice, subject to certification by the Secretary of such write-in candidate's eligibility and willingness to serve, or to vote by proxy.

7. The Ballot: Except as otherwise provided for by Section 209.0058, Texas Property Code, when ballots are used for any election or vote, the ballot shall be printed, and shall clearly describe the office, position, or vacancies for which the candidates are running, and the names of the candidates to be voted upon. No ballot will be considered which is not received and verified as eligible by the Association prior to, or at the beginning of the membership's Annual Meeting in July. Ballots received by said time, either by mail or in person, shall be counted, subject to voter and candidate eligibility; all other ballots shall be declared void. Election to the Board of Directors shall be by written ballot; the ballots shall

show the name of the member voting and the number of votes the member is eligible to cast (a member owning multiple lots may only cast one (1) vote; however, any member who owns more than one (1) lot with a residential house may cast one (1) vote for each lot and house combination). The election shall provide for secret ballot provided that any method used by the Board adopts a policy that assures that a member cannot cast more votes than the member is eligible to cast in an election or vote. The Association counts each eligible vote cast, and in any election for the Board, each candidate may name one person to observe the counting of the ballots, provided that this does not entitle any observer to see the name of the person who cast any ballot, and any disruptive observer may be removed. (Section 209.0058, Texas Property Code, effective September 1, 2015). At such election or vote the Members or their proxies may cast, in respect to each vacancy or matter being voted on, as many votes as they are entitled to cast under the provisions of these Bylaws. The person receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. If any director position is uncontested, a ballot is not required, and the director is automatically elected to the position in question.

8. Secret Ballot: The Board of Directors may adopt a procedure for voting by secret ballot provided that provisions are made to ensure that no property owner cast more votes than entitled, i.e. to prevent ballot box stuffing. (Section 209.0058(d), Texas Property Code).
9. Place of Meeting: The Directors of the Association shall hold their meetings, both regular and special, within Walker County, Texas.
10. Annual Meeting of Directors: The first meeting of each newly constituted Board of Directors shall be held without further notice immediately following the annual meeting of Members of the Association, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed. No action at such annual meeting, other than the election of officers, shall take place unless notice of such additional action is given as required by Section 209.0051, Texas Property Code.
11. Regular Meetings of Directors: A regular meeting of the Board of Directors shall be held after notice as required by Section 209.0051, Texas Property Code.
12. Special Meetings of Directors: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meetings of the Board called by them.
13. Notice of Meeting: Notice of any special meeting of the Board of Directors shall be given as required by Section 209.0051, Texas Property Code. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.
14. Quorum: At all meetings of the Board of Directors, the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of

business, and the act of a majority of the Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Restrictions, Articles of Incorporation (and/or Certificate of Formation) or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

15. Manner of Acting: The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

16. Removal:

(a) Except as hereinafter provided in Section 4, any Directors may be removed either for or without cause, at any special meeting of the Members of the Association by the affirmative vote of a majority in number of votes present in person or by proxy at such meeting and entitled to vote for the election of Directors, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting.

(b) If the Board of Directors is presented with written, documented evidence from a database or other record maintained by a governmental law enforcement authority that a board member was convicted of a felony or crime involving moral turpitude, not more than 20 years before the date the board is presented with the evidence, the board member is immediately ineligible to serve on the board of the Association, automatically considered removed from the board, and prohibited from future service on the board. (Source: Section 209.00591, Texas Property Code, as amended September 1, 2016).

17. Vacancies on Board of Directors:

(a) Notwithstanding any provision in a dedicatory instrument, any board member whose term has expired must be elected by owners who are members of the association.

(b) Any Directorship to be filled by reason of any increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting called for that purpose.

(c) Except as provided by subsections (a) and (b), the Board of Directors may fill any vacancy on the Board.

- (d) A board member appointed to fill a vacant position shall serve the unexpired term of the predecessor board member. (Source: Section 209.00593 (a), Texas Property Code, as amended 2013).
18. Compensation: Directors shall not receive any salaries or compensation for their services. Upon resolution by the Board of Directors, any Director may be reimbursed for any out of pocket expenses approved by the Board of Directors; the Director to whom such reimbursement is to be made shall recuse himself or herself and abstaining from any vote on such reimbursement of out of pocket expenses.
19. Action Without Meeting: Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all the directors.
20. Open Board Meetings:
- (a) "Board Meeting" (1) means a deliberation between a quorum of the voting board of the Association, or between a quorum of the voting Board of Directors and another person, during which the Association's business is considered and the Board of Directors takes formal action; and (2) does not include the gathering of a quorum of the Board of Directors at a social function unrelated to the business of the Association or attendance by a quorum of the Board of Directors at a regional, state, or national convention, ceremonial event, or press conference, if formal action is not taken and any discussion of association business is incidental to the social function, convention, ceremonial event, or press conference.
- (b) Regular and special meetings of the Board of Directors must be open to owners, subject to the right of the Board of Directors to adjourn a Board of Directors meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property owners' association's attorney, matters that are to remain confidential by request of the affected parties and agreement of the Board of Directors. Following an 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 owners, 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.
- (c) Except for a meeting held by electronic or telephonic means under Article II Subsection (20) (h), a Board of Directors meeting must be held in a county in which all or part of the property in the subdivision is located or in a county adjacent to that county.

A board meeting may be held by electronic or telephonic means provided that

- (1) each board member may hear and be heard by every other board member;
 - (2) except for any portion of the meeting conducted in executive session (A) all owners in attendance may hear all board members; and (B) owners are allowed to listen using any electronic or telephonic communication method used or expected to be used by a board member to participate; and
 - (3) the notice of the meeting includes instructions for owners to access any communication method required to be accessible under Subsection (2)(B).
- (d) The Board of Directors shall keep a record of each regular or special Board of Directors meeting in the form of written minutes of the meeting. The Board of Directors shall make meeting records, including approved minutes, available to a member for inspection and copying on the member's written request to the property owners' association's managing agent at the address appearing on the most recently filed management certificate or, if there is not a managing agent, to the Board of Directors.
- (e) 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:
- (1) mailed to each property owner not later than the 10th day or earlier than the 60th day before the date of the meeting; or
 - (2) provided at least 144 hours before the start of the meeting by:
 - (A) posting the notice in a conspicuous manner reasonably designed to provide notice to property owners' association members:
 - (i) in a place located on the association's common property or, with the property owner's consent, on other conspicuously located privately owned property within the subdivision; or
 - (ii) on any Internet website maintained by the association or other Internet media; and
 - (B) sending the notice by e-mail to each owner who has registered an e-mail address with the association.

- (f) It is an owner's duty to keep an updated e-mail address registered with the property owners' association under Subsection (e) (2) (B).
- (g) If the Board of Directors recesses a regular or special Board of Directors meeting to continue the following regular business day, the Board of Directors is not required to post notice of the continued meeting if the recess is taken in good faith and not to circumvent this section. If a regular or special Board of Directors meeting is continued to the following regular business day, and on that following day the Board of Directors continues the meeting to another day, the Board of Directors shall give notice of the continuation in at least one manner prescribed by Subsection (e) (2) (A) within two hours after adjourning the meeting being continued.
- (h) Except as provided by this subsection, a Board of Directors may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to owners under Subsection (e), if each board member is given a reasonable opportunity to express the board member's opinion to all other board members and to vote. Any action taken without notice to owners under Subsection (e) must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes of the next regular or special Board of Directors meeting. The Board of Directors may not, unless done in an open meeting for which notice was given to owners under Subsection (e), consider or vote on:
 - (1) fines;
 - (2) damage assessments;
 - (3) initiation of foreclosure actions;
 - (4) initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety;
 - (5) increases in assessments;
 - (6) levying of special assessments;
 - (7) appeals from a denial of architectural control approval;
 - (8) a suspension of a right of a particular owner before the owner has an opportunity to attend a Board of Directors meeting to present the owner's position, including any defense, on the issue;
 - (9) lending or borrowing money;
 - (10) the adoption or amendment of a dedicatory instrument;

- (11) 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;
- (12) the sale or purchase of real property;
- (13) the filling of a vacancy on the board;
- (14) the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements; or
- (15) the election of an officer.

(Source: Section 209.0051, Texas Property Code, as amended September 1, 2015, and September 1, 2021)

ARTICLE III – Officers

1. Officers Elected by Board: The officers of the Association shall be elected by the Directors and shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person.
2. Election and Term of Office: The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. Removal: Any officer elected or appointed by the Board of Directors may be removed from office at any time by the affirmative vote of a majority of the entire Board of Directors whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
4. Vacancies: A vacancy in any office caused by death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. Term of Office: Each officer of the Association shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office.
6. President: The President shall be the principal executive officer of the Association and shall in general, supervise and control all of the business and affairs of the Association. The

President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks drawn against the Association, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute to some other officer or agent of the Association; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7. Vice-President: In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the power of, and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
8. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine, and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, paper, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatever, and deposit all such monies in the name of the Association in such bank, trust company or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws, and in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the President or the Board of Directors.
9. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws, or as required by law; be custodian of the corporate records and of the seal of the Association; and see that the seal of the Association is affixed to all documents, to execute such on behalf of the Association, under its seal, as duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each director, which shall be furnished to the Secretary by such Director; and in general, perform all duties incident to the office of Secretary of such other duties as from time to time may be assigned to him by the President or the Board of Directors.

ARTICLE IV – Members

1. The Association members will consist of those individuals who are property owners in RIVERSIDE LAKELAND SUBDIVISION, a subdivision which is located in Walker County, Texas.
2. The Association may issue such certificate, or cards, or other instruments evidencing membership rights, voting rights or ownership rights, as shall be agreed upon by a majority vote of the Board of Directors.
3. Location of Meetings: Meetings of members shall be held at the registered office of the Association, or at such other place, within Walker County, Texas, as may be stated in the notice of the meeting or in a duly executed waiver of notice thereof.
4. Member Contact Information: Each member shall register his address with the secretary, and notices of meetings, regular or special, shall be mailed to him at such address. It is the responsibility of the Member to provide the Association with current mailing and email addresses, and the Association assumes no responsibility should any notices not be received by the Member provided that the Association forwards such notice to the address provided the Association by the Member.
5. Notice by e-mail: Any Member may request that notice be transmitted electronically by providing the Association's Secretary a valid e-mail address. Upon providing such email address the Association may transmit any and all notices to such member at such email address. Members are encouraged to provide an e-mail address to help reduce the operational cost of postage and mail-out required by these Bylaws and Texas Law.
6. Waiver of Notice: Notice may be waived in writing signed by the person or persons entitled to such notice. Such waiver may be executed at any time before or after the holding of such meeting. Attendance at a meeting shall constitute a waiver of notice, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
7. Annual Meeting: An annual meeting of the members, for the purposes of electing directors, and transacting such other business as may properly be brought before the meeting, shall be held at 1:30 o'clock p.m. on the second Saturday of July. If the day for the annual meeting of the Members shall fall upon a holiday, the meeting may be held at the same hour on the first Saturday following which is not a holiday, at the designation of the Board of Directors. Failure to hold the annual meeting at the designated time shall not cause a dissolution of the Association.
8. Failure to Hold Annual Meeting: The following Bylaw is intended to comply with Section 209.014, Texas Property Code.