

- (a) In the event the Board of Directors does not call an annual meeting of the association members, an owner may demand that a meeting of the association members be called not later than the 30th day after the date of the owner's demand.
- (b) The owner's demand must be made in writing and sent by verified mail, return receipt requested, to the registered agent of the property owners' association and to the association at the address for the association according to the most recently filed management certificate. A copy of the notice must be sent to each property owner who is a member of the association.
- (c) If the board does not call a meeting of the members of the property owners' association on or before the 30th day after the date of a demand under Subsection (b), three or more owners may form an election committee. The election committee shall file written notice of the committee's formation with the county clerk of each county in which the subdivision is located.
- (d) A notice filed by an election committee must contain:
 - (1) A statement that an election committee has been formed to call a meeting of owners who are members of the property owners' association for the sole purpose of electing board members;
 - (2) the name and residential address of each committee member; and
 - (3) the name of the subdivision over which the property owners' association has jurisdiction under a dedicatory instrument.
- (e) Each committee member must sign and acknowledge the notice before a notary or other official authorized to take acknowledgments.
- (f) The county clerk shall enter on the notice the date the notice is filed and record the notice in the county's real property records.
- (g) Only one committee in a subdivision may operate under this section at one time. If more than one committee in a subdivision files a notice, the first committee that files a notice, after having complied with all other requirements of this section, is the committee with the power to act under this section. A committee that does not hold or conduct a successful election within four months after the date the notice is filed with the county clerk is dissolved by operation of law. An election held or conducted by a dissolved committee is ineffective for any purpose under this section.
- (i) The election committee may call meetings of the owners who are members of the property owners' association for the sole purpose of electing board members.

Notice, quorum, and voting provisions contained in the bylaws of the property owners' association apply to any meeting called by the election committee. (Source: Section 209.014, Texas Property Code).

- (j) Failure to hold the annual meeting at the designated time shall not cause a dissolution of the Association.
9. Special Meetings: Special meetings of the members for any purpose or purposes may be called by the President, or by any two (2) or more Members of the Board of Directors, or upon written request of the Members who have a right to vote one-tenth (1/10th) of all of the votes of the entire membership. No other business other than that specified in the notice of the meeting shall be transacted at such special meeting.
10. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in cases of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally, by e-mail, posting on a public website of the Association, or by mail, by or at the direction of the President, the Secretary, or the officer or person or persons calling the meeting, and shall set forth in general the nature of the business to be transacted; provided, however, that if the business of any meeting shall involve any action governed by the Articles of Incorporation or by the Restrictions, notice of such meeting shall be given or sent as therein provided. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears in the records of the Association, with postage thereon prepaid.
11. Notice of Election of Association Vote:
- (a) Not later than the 10th day or earlier than the 60th day before the date of an election or vote, a property owners' association shall give written notice of the election or vote to:
 - (1) each owner of property in the property owners' association, for purposes of an association-wide election or vote; or
 - (2) each owner of property in the property owners' association entitled under the dedicatory instruments to vote in a particular representative election, for purposes of a vote that involves election of representatives of the association who are vested under the dedicatory instruments of the property owners' association with the authority to elect or appoint board members of the property owners' association. (Source: Section 209.0056, Texas Property Code).
 - (a-1) For an election or vote of owners not taken at a meeting, the property owners' association shall give notice of the election or 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.

- (b) Pursuant to Section 209.0056(b), this section supersedes any contrary requirement in a dedicatory instrument. (Section 209.0056, effective September 1, 2015).
12. Quorum: Ten (10%) percent of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If a quorum shall not be present or represented at any meeting of the members, the members entitled to vote, represented in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented any business may be transacted which might have been transacted at the original meeting.
13. Record Date: For the purpose of determining members entitled to notice or to vote at any meeting of the members or any adjournment thereof, the Record Date shall be the business date preceding the date on which notice of the meeting is mailed. (Source: Section 6.101, Texas Business Organizations Code).
14. Action Required: At a meeting at which a quorum is present, the vote of the majority of the members in person or represented by proxy shall decide any question brought before the meeting, unless the question is one upon which the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws. The members present or represented at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
15. Proxies: A member may vote either in person or by proxy executed in writing by the member, setting forth such member's designation of his attorney and proxy to act in his behalf at any meeting designated therein. Each such proxy shall be filed with the secretary prior to or at the commencement of the meeting at which said proxy is to be used. If a member elects to vote by proxy, the proxy must be executed in writing by the member or the member's attorney-in-fact, setting forth such member's designation of his attorney and proxy to act in his behalf at any meeting designated therein. Each such proxy shall be filed with the secretary prior to or at the commencement of the meeting at which said proxy is to be used. Unless otherwise provided by the proxy, a proxy is revocable and expires three (3) months after the date of its execution. A proxy may not be irrevocable for longer than three (3) months. (Source: Sections 22.215 and 22.216, Texas Organizations Code).
16. Ballots:
- (a) Except as provided by Subsection (d), a vote cast by a member of a property owners' association must be in writing and signed by the member if the vote is cast:
- (1) outside of a meeting;
 - (2) in an election to fill a position on the board;
 - (3) on a proposed adoption or amendment of a dedicatory instrument;

- (4) on a proposed increase in the amount of a regular assessment or the proposed adoption of a special assessment; or
 - (5) on the proposed removal of a board member.
- (a-1) If a property owners' association elects to use a ballot for a vote on a matter other than a matter described by Subsection (a), the ballot must be:
- (1) in writing and signed by the member; or
 - (2) cast by secret ballot in accordance with Subsection (d).
- (b) Electronic votes cast under Section 209.00592 of the Texas Property Code constitute written and signed ballots.
- (c) In a property owners' association election, written and signed ballots are not required for uncontested races.
- (d) The Board of Directors may adopt rules to allow voting by secret ballot by association members. The association must take measures to reasonably ensure that:
- (1) a member cannot cast more votes than the member is eligible to cast in an election or vote;
 - (2) the association counts each vote cast by a member that the member is eligible to cast; and
 - (3) 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 that any disruptive observer may be removed. (Section 209.0058, effective September 1, 2015).
17. Number of Votes: 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. Either the husband, wife or bona fide head of the household may cast the vote(s) to which the Member is entitled to vote. Proxy votes may be cast pursuant to the provisions concerning same delineated in these Bylaws.
18. Voting by in Person or by Proxy. Subject to the provisions of Section 209.00592, Texas Property Code, the voting rights of a member may be cast or given:
- (a) in person or by proxy at a meeting of the property owners' association;
 - (b) by absentee ballot in accordance with these Bylaws;

- (c) by electronic ballot in accordance with these Bylaws; or
 - (d) by any method of representative or delegated voting provided by a dedicatory instrument. (Source: Section 209.00592 (a), Texas Property Code).
19. Absentee or electronic ballot. An absentee or electronic ballot:
- (a) may be counted as an owner present and voting for the purpose of establishing a quorum only for items appearing on the ballot;
 - (b) may not be counted, even if properly delivered, if the owner attends any meeting to vote in person, so that any vote cast at a meeting by a property owner supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal; and
 - (c) may not be counted on the final vote of a proposal if the motion was amended at the meeting to be different from the exact language on the absentee or electronic ballot. (Source: Section 209.00592 (b), Texas Property Code).
20. Solicitation for votes by absentee ballot. A solicitation for votes by absentee ballot must include:
- (a) an absentee ballot that contains each proposed action and provides an opportunity to vote for or against each proposed action;
 - (b) instructions for delivery of the completed absentee ballot, including the delivery location; and
 - (c) the following language: “By casting your vote via absentee ballot you will forgo the opportunity to consider and vote on any action from the floor on these proposals, if a meeting is held. This means that if there are amendments to these proposals your votes will not be counted on the final vote on these measures. If you desire to retain this ability, please attend any meeting in person. You may submit an absentee ballot and later choose to attend any meeting in person, in which case any in-person vote will prevail.” (Source: Section 209.00592 (c), Texas Property Code).
21. If an electronic ballot is posted on an official Internet website of the Association, a notice of the posting shall be sent to each owner that contains instructions on obtaining access to the posting on the website. (Source: Section 209.00592 (e), Texas Property Code).
22. Voting by Facsimile Transmission. If authorized by resolution of the Board of Directors for any specific matter that can be voted on, a member vote on any matter may be conducted by facsimile transmission.

23. Tabulation of and Access to Ballots.

- (a) A person who is a candidate in a property owners' association election or who is otherwise the subject of an association vote, or a person related to that person within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code, may not tabulate or otherwise be given access to the ballots cast in that election or vote except as provided by this section;
- (b) A person other than a person described by Subsection (a) may tabulate votes in an association election or vote but may not disclose to any other person how an individual voted.
- (c) Notwithstanding any other provision of this chapter or any other law, a person other than a person who tabulates votes under Subsection (b), including a person described by Subsection (a), may be given access to the ballots case in the election or vote only as part of a recount process authorized by law. (Source: Section 209.00594, Texas Property Code).

24. Recount of Votes.

- (a) Any owner may, not later than the 15th day after the later of the date of any meeting of owners 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 be submitted in writing either:
 - (1) by verified mail or by delivery by the United States Postal Service with signature confirmation service to the property owners' association's mailing address as reflected on the latest management certificate filed under Section 209.004; or
 - (2) in person to the property owners' association's managing agent as reflected on the latest management certificate filed under Section 209.004 or to the address to which absentee and proxy ballots are mailed.
- (b-1) The property owners' association must estimate the costs for performance of the recount by a person qualified to tabulate votes under Subsection (c) and must send an invoice for the estimated costs to the requesting owner at the owner's last known address according to association records not later than the 20th day after the date the association receives the owner's demand for the recount.
- (b-2) The owner demanding a recount under this section must pay the invoice described by Subsection (b-1) in full to the property owners' association on or before the 30th day after the date the invoice is sent to the owner.
- (b-3) If the invoice described by Subsection (b-1) is not paid by the deadline prescribed by Subsection (b-2), the owner's demand for a recount is considered withdrawn and a recount is not required.

- (b-4) If the estimated costs under Subsection (b-1) are lesser or greater than the actual costs, the property owners' association must send a final invoice to the owner on or before the 30th business day after the date the results of the recount are provided. If the final invoice includes additional amounts owed by the owner, any additional amounts not paid to the association before the 30th business day after the date the invoice is sent to the owner may be added to the owner's account as an assessment. If the estimated costs exceed the final invoice amount, the owner is entitled to a refund. The refund shall be paid to the owner at the time the final invoice is sent under this subsection.
- (c) Following receipt of payment under Subsection (b-2), the property owners' association shall, at the expense of the owner requesting the recount, retain for the purpose of performing the recount the services of a person qualified to tabulate votes under this subsection. The association shall enter into a contract for the services of a person who:
- (1) is not a member of the association or related to a member of the association board within the third degree by consanguinity or affinity, as determined under Chapter 573, Government Code; and
 - (2) is:
 - (A) a current or former:
 - (i) county judge;
 - (ii) county elections administrator;
 - (iii) justice of the peace; or
 - (iv) county voter registrar; or
 - (B) a person agreed on by the association and each person requesting the recount.
- (d) On or before the 30th day after the date of receipt of payment for a recount in accordance with Subsection (b-2), the recount must be completed, and the property owners' association must provide each owner who requested the recount with notice of the results of the recount. If the recount changes the results of the election, the association shall reimburse the requesting owner for the cost of the recount not later than the 30th day after the date the results of the recount are provided. Any action taken by the board in the period between the initial election vote tally and the completion of the recount is not affected by any recount. (Section 209.0057, Texas Property Code, effective September 1, 2015).

ARTICLE V – Authority of Association

1. The Association shall have the authority to exercise those powers and privileges as set forth in the Articles of Incorporation, and shall be bound by, and have the authority to enforce, and amend, as provided therein or by Texas Law, any and all restrictions of record concerning RIVERSIDE LAKELAND SUBDIVISION as set forth and filed in the records of the County Clerk of Walker County, Texas; and any amendments to said restrictions, covenants and rights properly adopted and filed of record with the County Clerk of Walker County, Texas.
2. The Association shall not have the sole authority to enforce the deed restrictions. The determination of whether to file any lawsuit or take any other action regarding a deed restriction violation is vested in the sole discretion of the Board of Directors. Provided, however, that the members of the Association, by majority vote of the members at a regular or special meeting duly called as required by these bylaws, may direct the Board of Directors to file any lawsuit or take any other action regarding a deed restriction violation.

ARTICLE VI - Committees and Managing Agents

1. Appointment of Committees Consisting of Directors. The Board of Directors may, by resolution passed by a majority of the entire board, designate one or more committees, to consist of two or more of the Directors of the Association. Any such committee, to the extent provided in said resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Association, except where action of the full Board of Directors is required by Texas law, the Restrictions or by the Articles of Incorporation.
2. Appointment of Committees Not Limited to Directors or Members. Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Association may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by like resolution of the Board of Directors. Membership on such committee may, but need not be, limited to Directors or members of the Association.
3. Minutes of Committee Proceedings. All committees shall keep regular minutes of their proceedings and shall report the same to the Board of Directors when required.
4. Employment of Management Agent. The Board of Directors may employ for the Association a management agent at a compensation established by the Board of Directors and such management agents shall perform such duties and services as the Board of Directors shall authorize.

ARTICLE VII- Notices

1. Type of Notice. Whenever under the provisions of the statute, the Articles of Incorporation, these Bylaws or the Restrictions, notice is required to be given to any Director or Member and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, electronic message (i.e. e-mail), by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the Association. Any notice required or permitted to be given by mail shall be deemed to be given at the time the same is deposited in the United States mail.
2. Waiver of Notice. Whenever any notice is required to be given to any Member or Director of the Association under the provisions of any applicable statute, the Articles of Incorporation, these Bylaws of the Restrictions, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII - Books and Records

1. The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members of the Association and of the Board of Directors of the Association. The Association adopts this Article of these Bylaws to comply with Section 209.005, Texas Property Code. In the event of a conflict between this Article and Section 209.005, Section 209.005 shall control.
2. The Association shall make the books and records of the Association, including financial records, open to and reasonably available for examination by an owner, or a person designated in writing signed by the owner or the owner's agent, attorney, or verified public accountant, in accordance with this section. An owner is entitled to obtain from the Association copies of information contained in the books and records, except as provided herein.
3. An attorney's files and records relating to the Property Owner's Association, excluding invoices requested by an owner under Section 209.008 (d) of the Texas Property Code, are not records of the Association and are not subject to inspection by the owner; or production in a legal proceeding. If a document in an attorney's files and records relating to the Association would be responsive to a legally authorized request to inspect or copy Association documents, the document shall be produced by using the copy from the attorney's files and records if the Association has not maintained a separate copy of the document. This Bylaw does not require production of a document that constitutes attorney work product or that is privileged as an attorney-client communication.
4. An owner or the owner's authorized representative described by Section 2 of this Bylaw must submit a written request for access or information under Section 2 by verified mail,

with sufficient detail describing the property owners' Association's books and records requested, to the mailing address of the Association or authorized representative as reflected on the most current management certificate filed with the County Clerk. The request must contain an election either to inspect the books and records before obtaining copies or have the property owners' Association forward copies of the requested books and records. If an inspection is requested, the Association, on or before the 10th business day after the date the Association receives the request, shall send written notice of dates during normal business hours that the owner may inspect the requested books and records to the extent those books and records are in the possession, custody, or control of the Association. If copies of identified books and record are requested, the Association shall, to the extent those books and records are in the possession, custody, or control of the Association, produce the requested books and records for the requesting party on or before the 10th business day after the date the association receives the request, except as otherwise provided by Section 209.005 of the Texas Property Code.

5. If the Association is unable to produce the books or records requested under Article VIII, Section 4 on or before the 10th business day after the date the Association receives the request, the Association will provide to the requestor written notice that:
 - (a) informs the requestor that the Association is unable to produce the information on or before the 10th business day after the date the Association received the request; and
 - (b) states a date by which the information will be sent or made available for inspection to the requesting party that is not later than the 15th business day after the date notice under this subsection is given.
6. If an inspection is requested or required, the inspection shall take place at a mutually agreed time during normal business hours, and the requesting party shall identify the books and records for the Property Owners' Association to copy and forward to the requesting party.
7. The Association may produce books and records requested under this section in hard copy, electronic, or other format reasonably available to the Association.
8. The Board of Directors shall adopt a records production and copying policy that prescribes the costs the Association will charge for the compilation, production, and reproduction of information requested under this section. The prescribed charges may include all reasonable costs of materials, labor, and overhead but may not exceed costs that would be applicable for an item under 1 T.A.C. (Texas Administration Code) Section 70.3. The policy required by this subsection shall be recorded as a dedicatory instrument in accordance with Section 202.006, Texas Property Code. The Association may not charge an owner for the compilation, production, or reproduction of information requested under this section unless the policy prescribing those costs has been recorded as required by the Association's Records Policy filed with the County Clerk.
 - (a) An owner is responsible for costs related to the compilation, production, and reproduction of the requested information in the amounts prescribed by the policy

adopted under this Bylaw. The Association may require advance payment of the estimated costs of compilation, production, and reproduction of the requested information. If the estimated costs are lesser or greater than the actual costs, the Association shall submit a final invoice to the owner on or before the 30th business day after the date the information is delivered. If the final invoice includes additional amounts due from the owner, the additional amounts, if not reimbursed to the Association before the 30th business day after the date the invoice is sent to the owner, may be added to the owner's account as an assessment. If the estimated costs exceeded the final invoice amount, the owner is entitled to a refund, and the refund shall be issued to the owner not later than the 30th business day after the date the invoice is sent to the owner.

- (b) A Property Owners' Association must estimate costs under this section using amounts prescribed by the policy adopted under Section 8 of this Article.
9. Except as provided by this Article, and to the extent the information is provided in the meeting minutes, the Association is not required to release or allow inspection of any books or records that identify the dedicatory instrument violation history of an individual owner of an association, an owner's personal financial information, including records of payment or nonpayment of amounts due to the Association, an owner's contact information, other than the owner's address, or information related to an employee of the Association, including personnel files. Information may be released in an aggregate or summary manner that would not identify an individual property owner.
10. The books and records described by Section 10 of this Article shall be released or made available for inspection if:
- (a) the express written approval of the owner whose records are the subject of the request for inspection is provided to the property owners' Association; or
 - (b) a court orders the release of the books and records or orders that the books and records be made available for inspection.
11. The Board shall adopt and comply with a document retention policy that includes, at a minimum, the following requirements:
- (a) certificates of formation, bylaws, restrictive covenants, and all amendments to the certificates of formation, bylaws, and covenants shall be retained permanently;
 - (b) financial books and records shall be retained for seven years;
 - (c) account records of current owners shall be retained for five years;
 - (d) contracts with a term of one year or more shall be retained for four years after the expiration of the contract term;
 - (e) minutes of meetings of the owners and the board shall be retained for seven years; and