

AFTER RECORDING RETURN TO:

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**AMENDED AND RESTATED BYLAWS OF
RIVERWALK PROPERTY OWNERS ASSOCIATION, INC.**

This document amends and restates in its entirety that certain Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2013016754 in the Official Public Records of Montgomery County, Texas; as amended by that certain Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2015015197 in the Official Public Records of Montgomery County, Texas; as further amended by that certain Second Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2016009104 in the Official Public Records of Montgomery County, Texas; as further amended by that certain Third Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2018071196 in the Official Public Records of Montgomery County, Texas; as further amended by that certain Fourth Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2019034169 in the Official Public Records of Montgomery County, Texas; as further amended by that certain Corrected Fourth Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2019039026 in the Official Public Records of Montgomery County, Texas.

Owners Association, recorded at Document No. 2019034169 in the Official Public Records of Montgomery County, Texas; as further amended by that certain Corrected Fourth Amendment to the Bylaws of Riverwalk Property Owners Association, recorded at Document No. 2019039026 in the Official Public Records of Montgomery County, Texas (collectively, the "**Bylaws**").

WHEREAS, the Association's Board of Directors (the "**Board**") desires to amend and restate the Bylaws in their entirety for the purpose of creating and carrying out a uniform plan for the operation and management of the Association pursuant to the provisions of these Amended and Restated Bylaws of Riverwalk Property Owners Association, Inc. (the "**Amended and Restated Bylaws**"), which terms and provisions shall apply to the Riverwalk Subdivisions in lieu of the terms and provisions set forth in the Bylaws. These Amended and Restated Bylaws shall supersede and replace the Bylaws in their entirety.

WHEREAS, Section 22.102 of the Texas Business Organizations Code provides that the Board of Directors of a nonprofit corporation may amend or repeal the bylaws, or adopt new bylaws, unless Chapter 22 of the Texas Business Organizations Code or the nonprofit corporation's articles of incorporation wholly or partly reserves the power exclusively to the nonprofit corporation's members.

WHEREAS, the Association's Articles of Incorporation omit provisions that reserve the power to amend its Bylaws in whole or in part to the members of the Association.

WHEREAS, in accordance with the authority vested in the Board by Section 22.102 of the Texas Business Organizations Code, the President, Vice President and Secretary of the Association hereby certify that these Amended and Restated Bylaws of Riverwalk Property Owners Association, Inc. was approved by the majority vote of the Board of Directors present at a duly noticed meeting conducted on August 13, 2019.

NOW, THEREFORE, it is hereby declared that: (i) the Lots shall hereinafter be held, sold, conveyed, and occupied subject to the following Bylaws which shall run with the property of the Subdivision and will be binding upon all parties having right, title, or interest in or to such Lots or any part thereof, their heirs, successors, and assigns and will inure to the benefit of each owner thereof; (ii) each contract or deed conveying any such Lots shall conclusively be held to have been executed, delivered, and accepted subject to the following Amended and Restated Bylaws, regardless of whether or not the same are

set out in full or by reference in said contract or deed; and (iii) these Amended and Restated Bylaws shall amend and restate the Bylaws in their entirety.

ARTICLE I
NAME AND PRINCIPAL OFFICE

Section 1.1. Name. The name of the corporation is Riverwalk Property Owners Association, Inc. (the "**Association**").

Section 1.2. Principal Office. The principal office of the Association shall be in Montgomery County, Texas.

ARTICLE II
DEFINITIONS

Section 2.1. "Association" means and refers to Riverwalk Property Owners Association, Inc., its successors, and assigns.

Section 2.2. "Common Area" means and refers to all real property owned by the Association for the common use and enjoyment of the owners.

Section 2.3. "Declaration" means and refers to the that certain Declaration of Covenants, Conditions and Restrictions of Riverwalk Section One, recorded at Document No. 9601872, Official Public Records of Montgomery County, Texas; that certain Declaration of Covenants, Conditions and Restrictions of Riverwalk Section Two, recorded at Document No. 9715704, Official Public Records of Montgomery County, Texas; that certain Declaration of Covenants, Conditions and Restrictions of Riverwalk Section Three, recorded at Document No. 99077244, Official Public Records of Montgomery County, Texas; that certain Declaration of Covenants, Conditions and Restrictions of Riverwalk Section Four, recorded at Document No. 2001069576, Official Public Records of Montgomery County, Texas; and that certain Declaration of Covenants, Conditions and Restrictions of Riverwalk Section Five, recorded at Document No. 2003024290, Official Public Records of Montgomery County, Texas.

Section 2.4. "Lot" means and refers to any plot of land shown on the recorded subdivision plat with the exception of the common area.

Section 2.5. "Member" means and refers to those persons entitled to membership in the association as provided in the declaration.

Section 2.6. "Owner" means and refers 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 subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 2.7. "Subdivision" means and refers to the Riverwalk Subdivision Sections one through five, as platted in the Office of the County Clerk, Montgomery County, Texas, and such future Sections of the Riverwalk Subdivision as may be brought within the jurisdiction of the association pursuant to the provisions of a declaration of covenants and restrictions, filed of record in the Office of the County Clerk, Montgomery County, Texas.

Section 2.8. "Voting Rights" means and refers to all Members as such term is described in the Declaration. Members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons will be members; the vote for such lot will be exercised as such members may determine among themselves, but in no event will be more than one vote be cast with respect to each lot owned by a Member.

ARTICLE III

ASSOCIATION; MEMBERSHIP; MEETINGS OF MEMBERS

Section 3.1 Membership. The Owners shall be the Members of the Association.

Section 3.2. Place of Meetings. Meetings of the Association shall be held at a place convenient to the Members as may be designated by the Board of Directors.

Section 3.3. Annual Meetings. Annual meetings of the Members will be held on the same day of the same month of each year at such place as designated by the Board of Directors.

Section 3.4. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors.

Section 3.5. Notice of Meetings. Written notice of each meeting of the Members will be given by, or at the direction of, the Secretary or other person authorized to call the meeting, by posting a copy of such notice, at least ten (10) days but not more than sixty (60) days before such meeting at the security office for the Riverwalk Subdivision, located at the entrance of said Subdivision on Riverwalk Drive. The notice will specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 3.6. Quorum. Except as provided in these Bylaws, the Articles of Incorporation or the Declaration, the presence, in person or by proxy, absentee ballot or electronic voting of Members representing 25% or greater of the total votes in the Association shall constitute a quorum at all meetings of the Association. If, however, such quorum shall not be present or represented at any meeting, the Members present at the meeting that are entitled to vote shall have the power to adjourn and recall such meeting from time to time, without notice other than announcement at the meeting, until a quorum, as stated above, is present or represented.

Section 3.7. Proxies. At all meetings of the Members, each member may vote in person or by proxy. All proxies shall be in writing, specifying the Lot(s) for which it is given, signed by the Member or its duly authorized attorney-in-fact, dated and filed with the Secretary of the Association prior to any meeting for which it is to be effective. Unless otherwise specifically provided in the proxy, a proxy shall be presumed to cover all votes which the Member giving such proxy is entitled to cast, and in the event of any conflict between two or more proxies purporting to cover the same voting rights, the later dated proxy shall prevail, or if dated as of the same date, both shall be deemed invalid. Every proxy shall be revocable and shall automatically cease upon the occurrence of any of the following circumstances: (i) conveyance of any Lot for which it is given; (ii) upon receipt of notice by the Secretary of the death or judicially declared incompetence of a Member giving such proxy who is a natural person, (ii) upon receipt of written revocation of such proxy by the Secretary from the Member giving such proxy; (iv) the attendance of the Member at the meeting for which the proxy was given; or (v) eleven (11) months from the date of the proxy, unless a shorter or longer period is specified in the proxy.

Section 3.8. Submission of Absentee Ballots and Electronic Votes. All absentee ballots and electronic votes, if permitted by the Board, must be received no later than 12:00 p.m. CST on the last business day prior to the meeting of Members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. Number and Qualifications. The affairs of the Association will be managed by a Board of three (3) Directors, who must be Members of the Association.

Section 4.2. Term of Office. Directors shall serve terms of office of two (2) years, which shall commence upon being elected and shall continue until his or her successor is elected. Directors shall not serve more than two consecutive terms of office. Nothing herein shall preclude a person who has served on the Board for two consecutive terms of office from being elected or appointed to the Board after having been off of the Board for at least two (2) years. If a person is elected or appointed to fill a mid-term vacancy on the Board that has less than six (6) months remaining in the term of office, the remaining portion of such term of office of such Director shall not count toward the two-term limitation for Directors.

Section 4.3. Nomination. Nomination for election to the Board of Directors may be made by the organizational directors of the Association, a nominating committee, and may also be made from the floor at any annual meeting of the Members. The nominating committee will consist of a chairperson, who is a Member of the Board of Directors, and two or more Members of the Association. The committee will be appointed by the Board of Directors prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment will be announced at each annual meeting. The nominating committee will make as many nominations for election to the Board of Directors as it will in its discretion determine, but in no event will it nominate less than the number of vacancies to be filled.

Section 4.4. Election. Election to the board of directors will be by secret, written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes will be elected. Cumulative voting is not permitted.

Section 4.5. Meetings.

Section 4.5.1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be determined from time to time by the Board. When notice of a meeting of the Board of Directors is required hereby or by applicable law, such notice shall be given

in accordance with the requirements set forth in Section 209.0051(e) of the Texas Property Code or any successor statute.

Section 4.5.2. Special Meetings. Special meetings of the Board of Directors will be held when called by the President of the Association, or by any two (2) Directors. Notice of each special meeting of the Board of Directors shall be provided to all Members to the extent required by, and in accordance with the provisions of Section 209.0051 of the Texas Property Code or any successor statute.

Section 4.5.3. Quorum. A majority of the Directors will constitute a quorum for the transaction of business. Each act performed or decision made by a majority of Directors present at a duly held meeting in which a quorum is present will constitute the act or decision of the Board.

Section 4.6. Powers. The Board of Directors shall have power to:

Section 4.6.1. 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 in using them; and to establish penalties for infractions of such rules and regulations;

Section 4.6.2. 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 Association. Such rights may also be suspended after notice and hearing, for a period not to exceed ninety (90) days for infraction of published rules and regulations;

Section 4.6.3. Exercise on behalf of the Association of all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these Bylaws;

Section 4.6.4. Declare the office of a Member of the Board of Directors to be vacant in the event that such Member is absent from two (2) consecutive regular meetings of the Board of Directors;

Section 4.6.5. Employ a manager, independent contractors, and such other

employees as they may deem necessary, and to prescribe their duties; and

Section 4.6.6. Borrow money for any legal purpose; provided, however, that the Board of Directors shall obtain the approval of Members representing a majority of the total votes in the Association at a special meeting of the Members called for such purpose if the total amount of such borrowing, together with all other debt incurred within the previous twelve (12) month period, exceeds or would exceed 10% of the budgeted gross expenses of the Association for that fiscal year.

Section 4.7. Duties. It will be the duty of the Board of Directors to:

Section 4.7.1. Cause to be kept a complete record of all its acts and corporate affairs and to be present a statement of such acts and affairs to the Members at each annual meeting, or at any special meeting at which such a statement is requested in writing by a majority of the Members entitled to vote at the meeting.

Section 4.7.2. Supervise all officers, agents, and employees of the Association and see to it that their duties are properly performed.

Section 4.7.3. As more fully provided in the Declaration, to:

Section 4.7.3.1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.

Section 4.7.3.2. Send written notice of each assessment to every Owner subject to the assessment at least thirty (30) days in advance of each annual assessment period; and

Section 4.7.3.3. Foreclose the Association's assessment lien, by judicial foreclosure proceeding only, against any property for which assessments are not paid within three hundred (300) days after the due date, or to bring an action at law against the Owner personally obligated to pay the same.

Section 4.7.4. Issue, or cause an appropriate officer to issue, on demand by

any person and on imposition of a reasonable charge, 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 constituting conclusive evidence of such payment;

Section 4.7.5. Procure and maintain adequate liability and hazard insurance on all property owned by the Association;

Section 4.7.6. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

Section 4.7.7. Cause the Common Areas to be maintained; and

Section 4.7.8. Following each odd-numbered fiscal year (for example, the 2001 fiscal year), the Board shall obtain an independent audit of its financial records, which shall comply with generally accepted accounting principles. Following each even-numbered fiscal year (for example, the 2002 fiscal year), the Board shall obtain an independent review of its financial records, which shall comply with generally accepted accounting principles.

Section 4.8. Capital Improvements. The Board of Directors shall not spend more than \$30,000 in any fiscal year on the construction of new capital improvements unless approved by the Members representing a majority of the total votes in the Association at a special meeting of the Members called for such purpose.

Section 4.9. Compensation. No Director will receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his duties.

Section 4.10. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at a special meeting of the Members called for such purpose, at which a quorum of the Members representing 50% or greater of the total votes in the Association are present in person or by proxy. Any Director whose removal is sought shall be given notice prior to any special meeting called for that purpose. Upon removal of a Director, a successor shall be elected by the Members to fill the vacancy for the remainder of the term of such Director. In the event of death, disability or resignation of a Director, the Board of Directors may declare a vacancy and appoint a successor to fill the vacancy, who shall serve for the unexpired term of his or

her predecessor.

ARTICLE V **OFFICERS**

Section 5.1. Enumeration of Officers. The officers of the Association will be a President, Vice President, Secretary and Treasurer who will at all times be Members of the Board of Directors, and a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 5.2. Election of Officers. The election of officers will take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 5.3. Term. The officers of the Association will be elected by the Board. Each will hold office for a term of one (1) year unless he or she will sooner resign, or will be removed or otherwise disqualified to serve.

Section 5.4. Special Appointments. The Board may elect such other officers as the affairs in the Association may require, each of whom will hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5.5. 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 will take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 5.6. Vacancies. A vacancy in any office may be filled by appointment of the Board. The officer appointed to such vacancy will serve for the unexpired term of the officer he or she replaced.

Section 5.7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person will 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 5.8. Duties. The duties of the officers are as follows:

Section 5.8.1. President. The President will preside at all meetings of the Board of Directors, will see that orders and resolutions of the Board are carried out, will sign all leases, mortgagees, deeds, and other instruments, and will co-sign all checks and promissory notes.

Section 5.8.2. Vice President. The Vice President will act in the place of the President in the event of his or her absence, inability, or refusal to act, and will exercise and discharge such other duties as may be required of him or her by the Board.

Section 5.8.3. Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members, keep the corporate seal of the Association and affix it to all papers so requiring; serve notice of meetings of the Board and of the Members, keep appropriate current records showing the Members of the Association, together with their addresses, and perform such other duties as may be required by the Board or by law.

Section 5.8.4. Treasurer. The Treasurer will receive and deposit in appropriate bank accounts all funds of the Association, and will disburse such funds as directed by resolution of the Board of Directors; will co-sign all checks and promissory notes of the Association; will keep proper books of account; and will prepare an annual budget and statement of income and expenditures, a copy of which documents will be delivered to each Member, and a report on which will be given at the regular annual meeting of the Members.

ARTICLE VI **ASSESSMENTS**

Section 6.1. As more fully provided in the Declaration, with the exception as to Declarant, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien on the property against which such assessments are made. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of ten percent (10%)

per annum, and the Association may bring an action at law against the owner personally obligated to pay the same, or may foreclose the lien against his or her property. Interest, costs, and reasonable attorney fees of any such action will be added to the amount of any assessment due. No owner may waive or otherwise escape liability for assessments by nonuse of the common area or abandonment of his or her Lot.

ARTICLE VII

ARCHITECTURAL CONTROL COMMITTEE BUILDING GUIDELINES

Section 7.1. The Architectural Control Committee may promulgate minimum acceptable construction standards pursuant to the authority established by the Declaration of Covenants, Conditions and Restrictions for Riverwalk Sections 1 – 5; however, such construction standards shall not conflict with or be more restrictive than the restrictions established by each such applicable Declaration of Covenants, Conditions and Restrictions.

ARTICLE VIII

MISCELLANEOUS

Section 8.1. Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors. The fiscal year shall be January 1st to December 31st of every year.

Section 8.2. Conflicts. In the event of any conflict between the Certificate of Formation and these Bylaws, the Certificate of Formation shall control; and in the event of any conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 8.3. Books and Records. The Board of Directors shall make the books and records of the Association available for inspection and copying by any Member, or the duly appointed representative of any Member, in accordance with the requirements of Section 209.005 of the Texas Property Code or any successor statute.

Section 8.3.1. Rules of Inspection. Except to the extent expressly prohibited by applicable law, the Board of Directors may establish reasonable rules with respect to: (i) notice to be given to the custodian of the records; (ii) hours and days of the week when such an inspection may be made; and (iii) payment of the cost of reproducing copies of documents requested.

Section 8.4. Notices. Except as otherwise provided in the Declaration or these

Bylaws, all notices, demands, bills, statements and other communications under the Declaration or these Bylaws shall be in writing and shall be given personally or by mail. Notices that are mailed shall be deemed to have been duly given three (3) days after deposit, unless such mail service can prove receipt at an earlier date. Owners shall maintain one mailing address for a Lot, which address shall be used by the Association for mailing of notices, statements and demands. If an Owner fails to maintain a current mailing address for a Lot with the Association, then the address of that Owner's Lot is deemed to be such Owner's mailing address. If a Lot is owned by more than one person or entity, then notice to one co-owner is deemed notice to all co-owners. Attendance by a Member or Director at any meeting shall constitute waiver of notice by the Member or Director of the time, place and purpose of the meeting. Written waiver of notice of a meeting, either before or after a meeting, of the Members or Directors shall be deemed the equivalent of proper notice.

Section 8.5. Choice of Law. These Bylaws will be construed under Texas law.

Section 8.6. Severability. Whenever possible, each provision of these Bylaws will be interpreted in a manner as to be effective and valid. Invalidation of any provision of these Bylaws, by judgment or court order, does not affect any other provision which remains in full force and effect.

Section 8.7. Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements for obtaining and maintaining all tax exemptions available to nonprofit corporations. The effect of a general statement is not limited by the enumerations of specific matters similar to the general. The captions of articles and sections are inserted only for convenience and may not be construed as defining or modifying the text to which they refer. The singular is construed to mean the plural, when applicable, and the use of masculine or neuter pronouns includes the feminine.

Section 8.8. Waiver. No restriction, condition, obligation, or covenant contained in these Bylaws may be deemed to have been abrogated or waived by reason of failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

ARTICLE IX AMENDMENTS


Section 9.1. These Bylaws may only be amended by the approval of the Members representing a majority of the total votes in the Association at a special meeting of the Members called for such purpose. In no event shall the Board of Directors be authorized to amend these Bylaws without the approval of the Members representing a majority of the total votes in the Association.

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PRESIDENT'S, VICE PRESIDENT'S and SECRETARY'S CERTIFICATION

The undersigned President, Vice President and Secretary of Riverwalk Property Owners Association (the "Association") hereby certify that this Amended and Restated Bylaws of Riverwalk Property Owners Association (the "Amendment") was approved by a majority vote of the Association's Board of Directors at a meeting conducted on August 13, 2019.

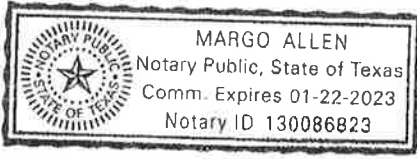
**RIVERWALK PROPERTY OWNERS
ASSOCIATION**




Thibaut Moutier, President

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

THIS INSTRUMENT was acknowledged before me this 22 day of August, 2019 by Thibaut Moutier, President of Riverwalk Property Owners Association.





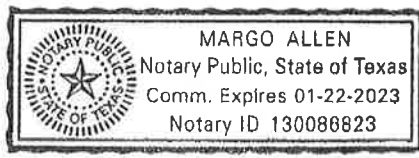
Notary Public of Texas




Gene Theobald, Vice President

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

THIS INSTRUMENT was acknowledged before me this 22 day of August, 2019 by Gene Theobald, Vice President of Riverwalk Property Owners Association.





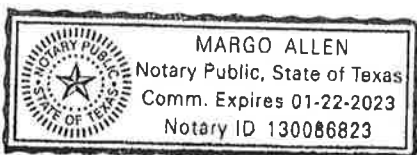
Notary Public of Texas

R. Hutchison

Rich Hutchison, Secretary

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

THIS INSTRUMENT was acknowledged before me this 22 day of AUGUST, 2019 by Rich Hutchison, Secretary of Riverwalk Property Owners Association.



Margo Allen

Notary Public of Texas

E-FILED FOR RECORD

09/09/2019 03:42PM



COUNTY CLERK
MONTGOMERY COUNTY, TEXAS

STATE OF TEXAS,
COUNTY OF MONTGOMERY

I hereby certify that this instrument was e-filed in the file number sequence on the date and time stamped herein by me and was duly e-RECORDED in the Official Public Records of Montgomery County, Texas.

09/09/2019



County Clerk
Montgomery County, Texas