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Rebecca Guerrero, County Clerk  
Travis County, Texas

Sep 21, 2022 10:43 AM Fee: \$70.00

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\*Electronically Recorded\*

STATE OF TEXAS

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COUNTY OF TRAVIS

**CONSOLIDATED AND RESTATED BYLAWS  
of  
RIVER PLACE RESIDENTIAL COMMUNITY ASSOCIATION, INC.**

**Document reference.** Reference is hereby made to that certain Consolidated and Restated Declaration of Covenants, Conditions, and Restrictions for River Place Residential Community Areas recorded as Document No. 2022156111 in the Official Public Records of Travis County, Texas (the "Declaration").

Reference is hereby made to the Bylaws of River Place Residential Community Association, Inc. (the "Original Bylaws"), the Amendment to Bylaws of River Place Residential Community Association, Inc., and the Memorandum of 1999 Amendment to Bylaws, all attached to that certain Bylaws and Enforcement Procedure – River Place Subdivision, recorded as Document No. 1999161463 in the Official Public Records of Travis County, Texas (cumulatively, the "Bylaws")

WHEREAS the Declaration provides that owners of lots subject to the Declaration are automatically made members of RIVER PLACE RESIDENTIAL COMMUNITY ASSOCIATION, INC. (the "Association");

WHEREAS the Association desires to clarify the Bylaws by combining the Original Bylaws and the amendments thereto into a single consolidated document.

WHEREAS the Bylaws attached hereto are a consolidation of the Original Bylaws and all amendments filed to date.

THEREFORE the Bylaws attached hereto are hereby filed of record, to consolidate, restate, and replace the documents contained in the previous filing referenced above.

**RIVER PLACE RESIDENTIAL COMMUNITY ASSOCIATION, INC.**

Acting by and through its Board of Directors  
Filed of Record in accordance with Texas Property Code Ch. 202 by  
Niemann & Heyer LLP, attorneys and authorized agents

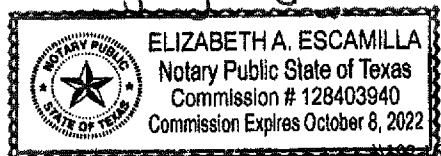
*Gregory Boyle*  
NAME: Gregory Boyle

**Acknowledgement**

STATE OF TEXAS  
COUNTY OF TRAVIS

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This instrument was acknowledged before me on the 21<sup>st</sup> day of September, 2022, by Gregory Boyle in the capacity stated above.



*Elizabeth A. Escamilla*  
Notary Public, State of Texas

**BYLAWS  
OF  
RIVER PLACE RESIDENTIAL COMMUNITY ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is River Place Residential Community Association, Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at 4207 River Place Boulevard, Austin, Texas 78730, but meetings of members and directors may be held at such places within the State of Texas, County of Travis, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Unless the context otherwise specifies or requires, the following words and phrases when used in these Bylaws shall have the meanings hereinafter specified:

Section 1. Architectural Committee. "Architectural Committee" shall mean the committee created pursuant to the Declaration to review and approve plans for the construction of improvements upon the Property.

Section 2. Architectural Committee Rules. "Architectural Committee Rules" (hereinafter sometimes "Committee Rules") shall mean the rules adopted by the Architectural Committee.

Section 3. Articles. "Articles" shall mean the Articles of Incorporation of River Place Residential Community Association, Inc. which will be filed in the office of the Secretary of State of the State of Texas, as the same may from time to time be amended.

Section 4. Assessment. "Assessment" or "Assessments" shall mean assessment(s) of the Association and includes both regular and special assessment(s).

Section 5. Association. "Association" shall mean and refer to River Place Residential Community Association, Inc.

Section 6. Association Property. "Association Property" shall mean all real or personal property now or hereafter owned by or leased to the Association.

Section 7. Association Restrictions. "Association Restrictions" shall mean the Declaration as the same may be amended from time to time, together with the Articles, Bylaws, Committee Rules, and Association Rules from time to time in effect.

Section 8. Association Rules. "Association Rules" shall mean the rules and regulations adopted by the Board pursuant to the Declaration, as the same may be amended from time to time.

Section 9. Board. "Board" shall mean the Board of Directors of the Association.

Section 10. Bylaws. "Bylaws" shall mean the Bylaws of the Association which may be adopted by the Board and as from time to time amended.

Section 11. Common Area. "Common Area" shall mean and refer to those areas within the Property designated as common area on the recorded plat of the Property and other property conveyed to the Association and held for the benefit of the Owners, including all private drives. The Common Area may be owned by Declarant or the Association, but every Owner shall have a right and easement of enjoyment in and to the Common Area which shall be appurtenant to and shall pass with the title to such Owner's Lot, subject to the following provisions:

- (a) the right of the Association to suspend the Owner's voting rights and right to use the Common Area for any period during which any Assessment against such Owner's Lot remains unpaid, and for any period during which an Owner is in violation of the Association Restrictions;
- (b) the right of the Association to dedicate or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board;
- (c) the right of the Association, in accordance with the Articles and Bylaws, to borrow money for the purpose of improving or maintaining the Common Area and, in aid thereof, to mortgage said Common Area;
- (d) the right of the Association to make reasonable rules and regulations regarding the use of the Common Area and facilities located thereon by the Owners and other persons entitled to such use; and
- (e) the right of the Association to contract for services with third parties on such terms as the Association may determine to be in the best interest of the Association.

Section 12. Declarant. "Declarant" shall mean First River Place Reserve, Ltd., a Texas limited partnership, its duly authorized representatives or their respective successors or assigns; provided that any assignment of the rights of First River Place Reserve, Ltd., a Texas limited partnership, as Declarant must be expressly set forth in writing and the mere conveyance of a portion of the Property without written assignment of the rights of Declarant shall not be sufficient to constitute an assignment of the rights of Declarant hereunder.

Section 13. Declaration. "Declaration" shall mean the Restated Declaration of

Covenants, Conditions, and Restrictions for River Place Residential Areas, recorded in the Real Property Records of Travis County, Texas, as the same may be amended from time to time.

Section 14. Lot. "Lot" or "Lots" shall mean one or more of the subdivided lots within the Property, together with all improvements constructed thereon, and together with an easement for ingress and egress over and across all Common Area for the benefit of the Lot, which said easement shall be appurtenant to and run with the title to the Lot.

Section 15. Manager. "Manager" shall mean the person, firm, or corporation, if any, employed by the Association pursuant to the Declaration and delegated the duties, powers, or functions of the Association.

Section 16. Member. "Member" or "Members" shall mean any person(s), entity or entities holding membership privileges in the Association as provided in the Declaration.

Section 17. Mortgage. "Mortgage" or "Mortgages" shall mean any mortgage(s) or deed(s) of trust covering any portion of the Property given to secure the payment of a debt.

Section 18. Mortgagee. "Mortgagee" or "Mortgagees" shall mean the holder or holders of any lien or liens upon any portion of the Property.

Section 19. Owner. "Owner" or "Owners" shall mean the person(s), entity or entities, including Declarant, holding a fee simple interest in any Lot, but shall not include the Mortgagee of a Mortgage.

Section 20. Property. "Property" shall mean and refer to that tract or parcel of land situated in Travis County, Texas which is more fully described in the Declaration and such additions thereto as may be brought within the jurisdiction of the Association.

### ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:00 o'clock, p.m. unless a different date and/or time is selected by the Board of Directors. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or the Board of Directors, or upon written request of the Members who are entitled to vote sixty-seven percent (67%) or more of the votes of the Association.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall

be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) and more than fifty (50) days before such meeting to each Member entitled to vote at the meeting, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, twenty-five percent (25%) of the total votes of the membership shall constitute a quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum is not present or represented at any meeting, the Members entitled to vote at the meeting shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

#### **ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of nine (9) Directors who need not be Members of the Association.

Section 2. Term of Office. At each annual meeting, the Members shall elect three (3) Directors for a term of three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, or removal of a Director, his successor shall be selected by the remaining members of the Board 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 Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties. Notwithstanding anything herein to the contrary, a Director may be employed by the Declarant or the Manager and may receive compensation from the Declarant or the Manager, as the case may be.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. Nomination for election to the Board shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or nonmembers.

Section 2. Election. Election to the Board shall 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI  
MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board shall be held quarterly, without notice, 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 shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director.

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

**ARTICLE VII  
POWERS AND DUTIES OF THE BOARD**

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

(a) adopt and publish the Association Rules, including regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and 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. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or related to this Association and not reserved to the membership by other provisions of the Association Restrictions;

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

(e) employ the Manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board 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 the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Members who are entitled to cast sixty-seven percent (67%) of all outstanding votes;

(b) supervise the Manager and all officers, agents and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the monthly Assessment against each Lot in advance of each annual assessment period and any other assessments provided by the Declaration; and

(2) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same;

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(b) Vice President. Each Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President, the Executive Committee or 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 the corporate seal of the Association and affix it on all papers requiring said seal; 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 shall perform such other duties as required by the Board.

(d) Assistant Secretaries. Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Secretary, the President, the Executive Committee, or the Board.

(e) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy of each to the Members.

## ARTICLE IX EXECUTIVE COMMITTEE

Section 1. Constitution and Powers. The Board, by resolution adopted by affirmative vote of a majority of the number of Directors fixed by these Bylaws, may designate two or more Directors (with such alternates, if any as may be deemed desirable) to constitute an Executive Committee, which Executive Committee shall have and may exercise, when the Board is not in session, all of the authority and powers of the Board in the business and affairs of the Association, even though such authority and powers be herein provided or directed to be exercised by a designated officer of the Association; provided, that the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Declaration, the Articles or these Bylaws is required to be taken by vote of a specified proportion of the number of Directors fixed by these Bylaws, or any other actions required or specified by the Texas Nonprofit Corporation Act or other applicable law or by these Bylaws or by the Articles or by the Declaration to be taken by the Board as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed upon it or him by law. So far as practicable, members of the Executive Committee and their alternates (if any) shall be appointed by the Board at its first meeting after each annual meeting of the Members and, unless discharged sooner by affirmative vote of a majority of the number of Directors fixed by these Bylaws, shall hold office until their respective successors are appointed and qualify or until their earlier respective deaths,



- (g) cause the Common Area to be maintained; and
- (h) exercise such other and further powers as provided in the Declaration.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President and one or more Vice-Presidents, who shall at all times be members of the Board, a Secretary and a Treasurer, and such other officers as the Board may from time to time create by resolution.

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

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he resigns sooner, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association 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 with or without cause by the Board. Any officer may resign at any time 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 by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he 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. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board in the absence of the Chairman of the Board or if such officer shall not have been elected or be serving; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

resignations, retirements, or disqualifications.

Section 2. Meetings. Regular meetings of the Executive Committee, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by affirmative vote of a majority of the whole Executive Committee and communicated to all the members thereof. Special meetings of the Executive Committee may be called by the Chairman of the Board, the President or any two members of the Executive Committee at any time on twenty-four (24) hours' notice to each Executive Committee member, either personally or by mail or telegram. Except as may be otherwise expressly provided by statute or by the Articles or by these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the number of members comprising the whole Executive Committee shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such. The Executive Committee, at each meeting thereof, may designate one of its members to act as chairman and preside at the meeting or, in its discretion, may appoint a chairman from among its members to preside at all its meetings held during such period as the Executive Committee may specify.

Section 3. Records. The Executive Committee shall keep a record of its acts and proceedings and shall report the same, from time to time, to the Board of Directors. The Secretary of the Association, or, in his absence, an Assistant Secretary, shall act as Secretary of the Executive Committee, or the Executive committee may, in its discretion, appoint its own secretary.

Section 4. Vacancies. Any vacancy in the Executive Committee may be filled by affirmative vote of a majority of the number of Directors fixed by these Bylaws.

#### **ARTICLE X OTHER COMMITTEES OF THE BOARD OF DIRECTORS**

The Board may, by resolution adopted by affirmative vote of a majority of the number of Directors fixed by these Bylaws, designate two or more Directors (with such alternates, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and the Executive Committee and of carrying out and implementing any instructions or any policies, plans, programs and rules theretofore approved, authorized and adopted by the Board or the Executive Committee.

#### **ARTICLE XI BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Association Restrictions shall be

available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XII  
ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when within five (5) days of their due date shall be considered delinquent. If the Assessment is not paid before becoming delinquent, the due date, the Owner responsible for the payment thereof may be required by the Board to pay a late charge at such rate as the Board may designate from time to time and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the Lot or Lots and costs and reasonable attorney's fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot or Lots.

**ARTICLE XIII  
CORPORATE SEAL**

The Association may have a seal in a form adopted by the Board.

**ARTICLE XIV AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by either (i) an affirmative vote of the Class C Member(s) entitled to cast at least seventy-five percent (75%) of the total Class C votes (as "Class C Member(s)" and "Class C votes" are defined in the Declaration); or (ii) a vote of the Members of the Association, provided that such amendment has been approved by Members of the Association entitled to cast at least sixty-seven percent (67% ) of the number of votes of the Association.

Section 2. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**ARTICLE XV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who acts as a director or officer of the Association shall be indemnified by the Association against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him in connection with any civil or criminal action, suit or proceeding in which he may be named as a party defendant by reason of his being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him in either such capacity and

any person who, at the request of the Association, acts as a director or officer of any of its subsidiary or affiliate corporations shall likewise be indemnified by the Association against any such costs, expenses and liabilities; provided that, in any case, the right or liabilities herein provided for shall not extend to any costs, expenses or liabilities imposed upon or incurred by any director or officer of the Association or of any subsidiary or affiliate corporation in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his duties as such director or officer or to any sum paid by him to the Association or to such subsidiary or affiliate corporation, as the case may be, in settlement of any action, suit or proceeding based on his alleged dereliction of duty. The right of indemnification herein provided for shall inure to each of the directors and officers of the Association, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred and whether or not the claim asserted against him is based on matters which antedate the adoption of this Section of the Bylaws, and in the event of his death shall extend to his legal representatives; but such rights shall not be exclusive of any other rights to which he may be entitled.

**ARTICLE XVI  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.