BYLAWS OF

RIVERSHIRE MAINTENANCE FUNDS, INC.

(Revised July 2022)

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BYLAWS OF
RIVERSHIRE MAINTENANCE FUNDS, INC.
(*Revised February 2022*)

ARTICLE 1: NAME AND PRINCIPAL OFFICE

1.1 NAME

The name of the corporation is Rivershire Maintenance Funds, Inc., hereinafter referred to as the "Association"

1.2 PRINCIPAL OFFICE

The principal office of the Association shall be located at 206 Scarborough Drive, Conroe, Texas 77304.

1.3 LOCATION OF MEETINGS

Meeting of Members and Directors may be held at 206 Scarborough Drive, Conroe, Texas 77304 or such other places within Montgomery County, State of Texas, as designated by the Board of Directors.

ARTICLE 2: DEFINITIONS

2.1 Rivershire Maintenance Funds, Inc. (the "Association")

Rivershire Maintenance Funds, Inc. shall hereinafter be referred to as the "Association".

2.2 PROPERTIES

"Subdivision" shall mean and refer to that certain residential subdivision known as Rivershire, as depicted on the recorded plats of the various sections or phases known as: RIVERSHIRE SECTION ONE - Volume 10, Page 25 of the Map Records of Montgomery County, Texas; RIVERSHIRE SECTION ONE Replat of Blocks 5, 6, 7, 8 and 9 - Cabinet A, Sheets 191-A and 191-B of the Map Records of Montgomery County, Texas; RIVERSHIRE SECTION TWO - Cabinet B, Sheet 114-A and 114-B of the Map Records of Montgomery County, Texas; and RIVERSHIRE SECTION ONE REPLAT OF RESERVES I, J, K and L - Cabinet A, Sheets 88-A and 88-B of the Map Records of Montgomery County, Texas, and such additions thereto as may hereafter be brought within the jurisdiction of the Association, including future sections, if any, of "Rivershire".

2.3 COMMON AREAS

Shall mean all real property within the Subdivision, owned by the Association and/or dedicated for the common use and enjoyment of the Owners of property in the Subdivision. Common areas owned by Association are as follows:

(1) Reserve B of Section 1, as shown in Volume 10, Page 25 of the Map Records of Montgomery County, Texas.

(2) Lots 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23 of Block 2, Section 2, and a 16 foot easement lying adjacent to the West Property line of Lot 1, Block 2, Section2 as shown on the plat filed of record in Cabinet B, Sheet 114A of the Map Records of Montgomery County, Texas.

(3) Cul-de-sacs on Dorchester Way, Arrowby Lane, Baron's Place North, Baron's Place South, Cambridge Road, Earl's Row North, Earl's Row South, Granby Terrace, Prince of Wales Drive, Rockingham Place, Queens Court, Lancelot Lane, Kensington Drive, Jade Crest, Nottinghill Court, Regency Court, Canterbury Court, Buckingham Court, and Kingsley Court.

2.4 LOT AND LOTS

Shall mean and refer to the numbered lots as shown on the various plats of the Subdivision.

2.5 OWNER(S)

Shall mean and refer to the recorded Lot Owner(s), whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Subdivision. In the event of an Executory Contract for installment sale or contract for deed covering any Lot, the "Owner" shall be the seller named in the contract. "Owner" does not include those persons or entities having an interest merely as security for the performance of an obligation, persons or entities who own only an easement or those having an interest in the mineral estate only.

2.6 RESTRICTIONS

Shall mean and refer to the "RESTRICTIONS" as set forth in RIVERSHIRE SECTION ONE - Clerk's File No. 289104, Vol. 774, Page 638 of the Deed Records of Montgomery County, Texas; amended under Clerk's File No. 312121, Vol. 806, Page 893; Clerk's File No. 7505266, Vol. 886, Page 501 of the Deed Records of Montgomery County, Texas; and Clerk's File No. 8409681, Film Code No. 257-01-2465 of the Official Public Records of Real Property of Montgomery County, Texas; RIVERSHIRE SECTION TWO - Volume 1055, Page 350 of the Deed Records of Montgomery County, Texas; amended under Clerk's File No. 8015268, Film Code No. 017-01-0839; and Clerk's File No. 8409682, Film Code No. 257-01-2466 of the Official Public Records of Real Property of Montgomery County, Texas; and RIVERSHIRE SECTION ONE REPLAT OF RESERVES I, J, K, and L - Clerk's File No. 7742702, Volume 1029, Page 309 of the Deed Records of Montgomery County, Texas.

2.7 MEMBER

"Member" shall mean and refer to those persons entitled to membership in the Association as set out in the Articles of Incorporation of the Association, and shall be the same as Owners.

ARTICLE 3: QUALIFICATIONS FOR MEMBERSHIP

3.1 MEMBERSHIP

The membership of the Association shall consist of all the Owners of Lots within the Subdivision. The foregoing is not intended to include persons or entities which hold an interest merely as security for the performance of an obligation, persons or entities who own only an easement, or those having an interest in the mineral estate only. Membership shall be appurtenant to and may not be separated from ownership of any Lot(s).

3.2 PROOF OF MEMBERSHIP

The rights of membership shall not be exercised by any person until satisfactory proof has been furnished to the Secretary of the Association that the person is qualified as a member. Such proof may consist of a copy of a duly executed and acknowledged deed evidencing ownership of a Lot or Lots is the Subdivision. Such deed shall be deemed conclusive in the absence of a conflicting claim based on a later deed.

ARTICLE 4: MEETINGS OF THE MEMBERS

4.1 ANNUAL MEETING

The Annual Meeting of the Members of the Association shall be once each calendar year, that being on a date and time of March each year, as determined by the Board of Directors. Meetings of the Members shall be held at 206 Scarborough, Conroe, Texas 77304.

4.2 NOTICE OF MEMBER MEETING

Written notice of each meeting of the Members shall be given by or at the direction of the Secretary of the Association (or other person authorized to call the meeting) by mailing or delivering a copy of such notice, postage prepaid (if mailed), at least ten (10) days, but no more than sixty (60) days, before such meeting, to each Member. The notice shall be addressed to the Member's physical address last appearing on the books of the Association, or delivered to the residence owned by the Member within the Subdivision. Such notice shall specify the place, day, hour and the agenda of the meeting, and in the case of a Special Meeting, the purpose of the meeting. No other matters may be voted on at the Special Meeting if it has not been included in the notice of the meeting.

4.3 ORDER OF BUSINESS AT MEETINGS

The order of business at all meetings of the Members shall be as follows:

(1) Roll Call
(2) Proof of notice of meeting or waiver of notice
(3) Reading of Minutes of preceding meeting
(4) Reports of Officers

(5) Reports of Committees
(6) Election of Directors
(7) Unfinished Business, and
(8) New Business

4.4 SPECIAL MEETING

A Special Meeting of the members may be called as follows:

(1) A Special Meeting of the Members may be called at any time during the fiscal year by the President or by a resolution of the Board of Directors for any purpose relative to the business of the Association.

(2) A Special Meeting of the Members may be called at any time by one-fourth (1/4) of the Members who are eligible to vote. The request for a Special Meeting by the Members must be submitted in writing and shall be restricted to the purposes of the following:

(a) Amending the Bylaws

(b) Removing Members from the Board of Directors

(3) The written request by the Members for a Special Meeting must:

(a) Be addressed to the Secretary of the Association, at the address of the principal office of the Association, and be delivered to the Association by registered or certified mail, or delivered in person with dated receipt for the request.

(b) The request must include the Members' signatures, printed names, and address of each resident owned and, each undeveloped lot that is not contiguous to his residence(s).

(c) Each Member must date his signature at the time the written request is signed.

(d) If the property is owned by more than one Owner, it shall be the responsibility of the Owners to decide who will sign the written request.

(4) Any Member wishing to have his signature stricken from the request must submit the request for removal of his signature in writing.

(5) The Secretary shall, within thirty (30) days of receipt of the written request for a Special Meeting, review and strike any signatures from the request that are not Members of the Association, Members that have requested to have their signatures removed from the request, duplicate signatures, or signatures not having the information required pursuant to these Bylaws.

(6) Upon completion of the review of signatures, within thirty (30) days the Secretary of the Association shall certify to the Membership, in writing, whether or not the written request for a Special Meeting complies with the requirements of the Bylaws. If the written request does comply

with the Bylaws the Secretary will notify the Membership within the same certification notice of the call for a Special Meeting, pursuant to the "Notice of Meetings" provisions of the Bylaws.

(7) If the Secretary fails to act on a written request for a Special Meeting within the specified time and manner, then it is presumed the request for a Special Meeting is in compliance with the Bylaws and any Member signing the written request may call the meeting.

(8) The agenda of any Special Meeting shall be restricted to the purpose specified in the written notice.

ARTICLE 5: VOTING RIGHTS

5.1 VOTING

Voting shall be on the following basis: Each Owner of a Lot or Lots in the Subdivision shall be entitled to one vote for each residence owned. The Owners of vacant Lots, or Lots that are not contiguous to an Owner's additional Lot(s) containing a residence, shall be entitled to one vote for each Lot owned. If record title to a particular Lot or Lots is in the name of two or more persons, all co-owners shall be Members and may attend any meeting of the Association. Voting rights appurtenant to each Lot may not be divided and fractional votes shall not be allowed. Any co-owner may exercise the vote appurtenant to their Lot(s), so owned at any meeting of the Members, and such vote shall be binding and conclusive on all of the other co-owners of said Lot(s) who are not present, provided, if one of the non-attending co-owners has given the Association notice of objection to the attending co-owner's vote, no vote shall be cast for said Lot Owners except upon notice of unanimous consent by all such co-owners being given to the Association. In the event more than one vote is cast for a Lot(s) by an Owner, none of the votes so cast shall be counted and all of such votes shall be deemed void.

5.2 METHODS OF VOTING

The voting rights of a Member may be cast or given:

(1) in person or by proxy at a meeting of the Association;
(2) by absentee ballot; or
(3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

Every proxy shall be revocable and shall automatically cease on conveyance by the Member of his Lot, or on receipt of notice by the Secretary of the death or judicially declared incompetence of such Member. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise specifically provided in the proxy

5.3 QUORUM

The presence, either in person, by proxy, or by absentee or mailed ballot, at any meeting, of Members entitled to cast at least five percent (5%) of the total votes of the Association shall constitute a quorum for any action. If the required quorum is not present another meeting may be called, subject to the same notice requirement, the required quorum at the subsequent meeting shall be one-half (½) of the required quorum at the preceding meeting. Notwithstanding in other provisions contained within these Bylaws, in the absence of a quorum at a meeting of members, the meeting may be nevertheless convened for the sole purpose of conducting Director elections. The quorum required for election of Directors at such convened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

5.4 REQUIRED VOTE

The vote of the majority of the votes entitled to be cast by the Members present, or represented by proxy, or by Members who have voted by absentee or electronic ballot, at a meeting at which a quorum is present, shall be the act of the meeting of the Members, unless the vote of a greater number is required by Statute, the Restrictions, the Articles of Incorporation or these Bylaws.

5.5 CUMULATIVE VOTING

Cumulative voting shall not be permitted.

ARTICLE 6: BOARD OF DIRECTORS SELECTION AND TERM OF OFFICE

6.1 NUMBER OF DIRECTORS

The affairs of Association shall be managed by a Board of Directors consisting of five (5) persons. All Directors must be Members of the RHOA. A Member who has been convicted of a felony or other crime involving moral turpitude, within twenty (20) years before the date of election, is not eligible to serve on the Board. If these Bylaws are amended to increase the number of Directors, any such increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

6.2 TERM OF OFFICE

There shall be three (3) Directors in the first class, and they shall office until the second annual meeting of Members after their election and until their successors are elected and qualified. There shall be two (2) Directors in the second class, and will hold office until the second annual meeting of Members after their election and until their successors are elected and qualified. Directors in the first class shall be elected in even numbered years, and Directors in the second class shall be elected in odd numbered years. At each Annual Meeting, Directors will be elected for the class whose term

of office expires at that meeting, and they will hold office until the second annual meeting of Members after their election, and until their successors are elected and qualified.

6.3 NOMINATION OF DIRECTORS

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting or a Special Meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two (2) more Members of the Association. This committee shall be appointed sixty (60) days prior to the Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it determines, but not less than the number of vacancies that are to be filled. In the event of death, resignation, or disability of a Director, his successor shall be selected by the remaining Board Members of the Board within sixty (60) days and shall serve for the unexpired term of his predecessor.

6.4 NOTICE OF SOLICITATION OF NOMINATIONS FOR ELECTION OF DIRECTORS

At least ten (10) days before the Association disseminates absentee ballots to Association members for the purpose 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 notice must also state (a) the number of positions available on the board that will be filled at the upcoming election; (b) the phone number, fax number, email address and/or physical address at which the member may notify the Association that he or she wishes to have his or her name placed on the ballot for the election; and © any other information necessary to inform the members how to have their name listed on the ballot for the election. The deadline may not be earlier than the 10th day after the date the Association provides the notice required herein. The Association shall include on each absentee 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. Election to the Board of Directors shall be by signed written ballot at the Annual Meeting. At such election, the Members may cast one vote for each vacancy on the ballot. The persons receiving the largest number of votes shall be elected. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

6.5 RULES AND PROCEDURES

The Board of Directors may adopt rules and procedures for the conduct of annual elections of Directors, provided that such rules and procedures are not inconsistent with these Bylaws. Notwithstanding any such rules and procedures, a person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

6.6 RESIGNATION AND REMOVAL

Any Director may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association at the Annual Meeting or a Special Meeting with a quorum as defined in Section 5.3 of the Bylaws.

6.7 BEGINNING OF TERM OF OFFICE

The newly elected Board of Directors will assume office immediately upon election. The names of the incoming Board Members shall be posted upon certification of the election results. Outgoing Members of the Board will be required to turn over all property and documents pertaining to the Association and its affairs in their possession to the incoming Board Members.

ARTICLE 7: MEETINGS OF DIRECTORS

7.1 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held monthly without notice to Directors, at such place and hour as may be fixed from time to time by resolution of the Board. The first regular meeting of each new Board shall be held within twenty (20) days after the annual meeting of Members.

7.2 SPECIAL MEETINGS AND WAIVER OF NOTICE

Special Meetings of the Board of Directors shall be held when called by written notice signed by the President and Secretary of the Board of Directors or by any two Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Notice of any special meeting must be given to each Director not less than five (5) day, (except in the case of emergencies), or more that twenty (20) days prior to the date fixed for such meeting by written notice delivered personally or sent by mail or email to each Director at his address as shown in the records of the Association. The notice requirement may be waived by Directors signatures on a waiver form.

7.3 QUORUM

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of Directors constituting the Board of Directors, as fixed by these Bylaws. The vote of a majority of directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by Law or these Bylaws. 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.

7.4 ACTIONS OF BOARD OF DIRECTORS

The Board of Directors shall try to act by consensus. However, a Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the

decision of the Board of Directors. For the purpose of determining the decision of the Board of Directors, a director who is represented by proxy in a vote, is considered present.

7.5 OPEN MEETINGS AND EXECUTIVE SESSION

Regular and special Board meetings shall be open to members, subject to the right of the Board to adjourn a 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 Association's attorney, matters involving the invasion of privacy of individual Owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall 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 shall include a general explanation of any expenditures approved in executive session.

7.6 NOTICE OF BOARD MEETINGS TO MEMBERS

Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10^{th}) day or earlier than the sixtieth (60^{th}) day before the date of the meeting; or (b) provided at least one hundred forty-four (144) hours before the start of the meeting for regular Board meetings and at least seventy-two (72) hours before the start of the meeting for special Board meetings by (I) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each Owner who has registered an e-mail address with the Association.

A board meeting may be held by electronic or telephonic means provided that (1) a 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) that all Owners in attendance at the meeting may hear all board members, and (b) Owners are allowed to listen using any electronic or telephonic communication methods used or expected to be used by the board member to participate, and (3) notice of meeting includes instructions for Owners to access any communication method required to be assessable hereunder.

7.7 BOARD ACTION WITHOUT A MEETING

A board may take action outside of a meeting, including voting by electronic or telephonic means, without prior notice to Owners as required herein, 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 the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. The Board may not, unless done in an open board meeting for which prior notice was given to Owners as required herein, consider or vote on fines;

damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue, lending or borrowing, the adoption of an amendment to any dedicatory instruments, the approval of an annual budget, sale of purchase of real property, the filling of a vacancy on the board, the construction of capital improvements other than the repair, replacement, or enhancement of existing capital improvements, or the election of an officer.

7.8 COMPENSATION

No Director shall receive compensation for any service he may render to the Association. A Director may, however, be reimbursed by the Board for actual expenses incurred by he or she in the performance of his or her duties.

ARTICLE 8: POWERS, CHARGES AND DUTIES OF DIRECTORS

The Board of Directors shall have the powers and duties, and shall be subject to limitations on such powers and duties, as enumerated in these Bylaws or in the Restrictions or as set forth in the Articles of Incorporation of the Association. In addition, the Board of Directors shall have the following powers and duties:-

8.1 CHARGE

The Board of Directors shall have the power to:

(1) 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;

(2) The responsibility of finding and initiating innovative and responsible means of funding the economic needs of the subdivision and managing these funds in a prudent manner.

(3) The responsibility of developing, initiating and enforcing adequate rules and regulations to maintain the quality, the safety, and the property values of the subdivision.

8.2 POWERS

The Board of Directors shall have the power to:

(1) Adopt and publish Rules, Regulations, Operating Guide Lines, and make residents aware of City Codes which will govern and guide the actions of the Board, Committees and Residents.

(2) Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof;

(3) Suspend the right to use of recreational facilities of a Member during any period in which such Member shall be in default of payment of any assessment levied by the Association. Such rights may also be suspended, after notice and hearing, for infraction of published rules and regulations.

(4) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these Bylaws, or the Articles of Incorporation.

(5) Declare the office of a Member of the Board of Directors to be vacant in the event such a Member shall be absent from three (3) consecutive Regular Meetings of the Board of Directors.

(6) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed.

(7) Employ such accountants, attorneys, independent contractors, management firm(s) or such other employees as the Board deems necessary, to manage and administer the affairs of the Association.

(8) Authorize to borrow money, without personal liability on the part of the Directors, for the purpose of the Association, including giving as security liens or deed of trusts on personal or real property, including funds thereon in the future paid into the Association. However, granting such liens or deeds of trust requires consent of two-thirds (2/3) of the Members eligible to vote.

(9) Exercise the powers of the Architectural Control Committee as set forth in the Declaration. The Directors may formulate a committee to act as its designated representative in matters pertaining to Architectural Control.

8.3 DUTIES

It shall be the duty of the Board of Directors to:

(1) Cause the Subdivision to be maintained as an economically viable entity by actions indicated and necessary to uphold and comply with Charge.

(2) Cause the Subdivision's Restrictions, Rules, Regulations, Operation Guide, City Codes (directly applicable to our subdivision), to be brought to the attention of the residents, and enforced and administered to the degree.

(3) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Annual Meeting of the Members, or within a reasonable period of time, of any Special Meeting when such statement is requested in writing by one forth (1/4) of the Members eligible to vote.

(4) Supervise all officers, agents, and employees of the RHOA, and to see that their duties are properly performed.

(5) As more fully provided in the Declaration regarding the Annual Maintenance Charge and any other authorized assessments provided for in the Restrictions, to:

(a) Adjust the amount of the Annual Maintenance Charge and Assessments against each lot as and to the extent permitted by the Restrictions.

(b) Send written notice of each assessment to every Owner subject thereto; and

(c) Foreclose the lien against any property for which Annual Maintenance Charges or Assessments are not timely paid and/or bring an action at law against each Owner personally obligated to pay the same. The time frame for the start of this action shall be at the discretion of the Board of Directors.

(d) Issue, or cause an appropriate officer to issue, upon written 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.

(6) Procure and maintain, if possible, adequate liability and hazard insurance on property owned by the Association.

(7) Cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate.

(8) Cause any easements in the Subdivision to be maintained.

(9) Cause the Common Areas to be maintained and all property to be kept in proper repair.

(10) Generally manage the affairs of the Association.

(11) Exercise all powers and authority granted to property Owners in the Association by Section 204.010 of the Texas Property Code; and

(12) Perform all acts and do all things provided for or contemplated to be done by the Association in the Restrictions and/or the Articles of Incorporation.

Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the Members. In acting in their official capacity as directors of this Association, directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all instances, the directors shall not take any action that they should reasonably believe would be contrary to the Association's best interest or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association.

8.4 ASSOCIATION CONTRACTS

The Association may enter into an enforceable contract with a current Association board member, a person related to a current Association board member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT CODE, a company in which a current Association board member has a financial interest in at least 51 percent (51%) of profits, or a company in which a person related to a current Association member within the third degree by consanguinity or affinity, as determined under Chapter 573, GOVERNMENT CODE, has a financial interest in at least 51 percent (51%) of profits, if the following conditions are satisfied:

(1) the board member, relative, or company bids on the proposed contract and the Association has received at least two other bids for the contract from persons not associated with the board member, relative, or company, if reasonably available in the community; and

(2) the board member:

(a) is not given access to the other bids;
(b) does not participate in any board discussion regarding the contract; and
(c) does not vote on the award of the contract.

Contracts for services that will cost more than $50,000.00 shall require solicitation of bids according to a bid process established by the Association.

8.5 APPEALS PROCESS

A. Architectural Review. If an Application for construction of improvements is submitted by an Owner and denied by the Architectural Control Committee, the following denial notice and hearing requirements are applicable:

1. Denial Notice Requirements. Denials of an application by an Owner for the construction of improvements in the subdivision may be appealed to the Board. A written notice of the denial must be provided to the Owner by certified mail, hand delivery or electronic delivery. The notice must describe the basis for the denial in reasonable detail and include changes, if any to the application or improvements required as a condition to approval. The notice must also inform the Owner that the Owner may request a hearing on or before the 30th day after the date the denial notice was mailed to the Owner.

2. Denial Hearings. If an Owner requests a hearing to appeal the denial, the Board shall hold a hearing no later than the 30th day after receipt of the Owner's request for hearing, and shall notify the Owner of the date, time and place of the hearing not later than the 10th day before the hearing. Only one hearing is required. Each side must be provided an opportunity to discuss and potentially resolve the denial. The Board or the Owner may request a postponement of not more than 10 days, and otherwise only by agreement. Either party may make an audio recording of the hearing. The Board may affirm, modify, or reverse, in whole or in part, any decision of the architectural review authority as consistent with the declaration.

B. Deed Restriction Violation. If an Owner requests a hearing pursuant to chapter 209 of the Texas Property Code to appeal an alleged deed restriction violation, the Board shall hold a hearing no later than the 30th day after receipt of the Owner's request for hearing, and shall notify the Owner of the date, time and place of the hearing not later than the 10th day before the hearing. Not later than 10 days before the hearing, the Association must furnish the Owner a packet containing all documents, photos and communications related to the violation. If the Association does not provide the packet with that time, the Owner is entitled to an automatic 15day postponement. During the hearing, the Association first presents its "case" against the Owner. Thereafter, the Owner or Owner's representative may respond and present the Owner's information and issues relevant to the dispute.

ARTICLE 9: OFFICERS OF ASSOCIATION

9.1 ENUMERATION OF OFFICERS

The officers of the Association shall be the same officers of the elected Board of Directors: President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time create by resolution.

9.2 DESIGNATION OF OFFICERS

The designation of officers shall take place at the first meeting of the Board following each Annual Meeting of the Members. The term of office shall be for two years, or until the next election of officers.

9.3 SPECIAL APPOINTMENTS

The Board may elect such other officers that the affairs of the Association may require, each of whom shall hold office for such period, to have such authority, and perform such duties as the Board may, from time to time determine.

ARTICLE 10: COMMITTEES

10.1 APPOINTED BY BOARD OF DIRECTORS

The Board of Directors shall appoint such committees as are required by the Restrictions. The Board may from time to time establish and appoint to such other committees as it shall deem necessary and advisable to assist the Board in the general operation and management of the Association. The Chairman and all Members of each such committee must be a Member of the Association.

10.2 AUTHORITY OF COMMITTEES

The Board of Directors may grant to any committee thus established by the Board such authority and power consistent with these Bylaws as the Board shall deem required to carry out the intended purposes and functions of such committee.

10.3 STANDING COMMITTEES

The Board of Directors may appoint from the Membership the following committees; Architectural Control Committee, Nominating Committee, Tennis Committee, Swimming Pool Committee, Audit Committee and Social Committee. A minimum of one (1) Board Member shall serve on and act as Chairman of each committee, except the Architectural Control Committee and Audit Committee. A person may not be appointed or elected to serve on the Architectural Control Committee if the person is a current Board member, spouse of a current Board member, or a person residing in a current Board members's household. The Audit Committee shall be comprised of not less than three (3) appointed Members of the Association.

10.4 OTHER COMMITTEES

The Board may appoint other committees as deemed appropriate in carrying out its purpose.

10.5 DISCHARGE OF COMMITTEES AND COMMITTEEMEN

The Board of Directors may discharge any committee established by the Board and may remove and replace any committeeman appointed to any committee.

ARTICLE 11: DUTIES OF THE OFFICERS

The duties of the officers shall be as follows:

11.1 PRESIDENT

(1) The President shall preside at all meetings of the Board of Directors, and the Membership meetings;

(2) Sign as President all deeds, contracts, and other instruments in writing which have been first approved by the Board, unless the Board, by duly adopted resolution, has authorized the signature of a lesser officer;

(3) Shall see that orders and resolutions of the Board and Membership meetings are carried out;

(4) Shall sign promissory notes as resolved by Board action;

(5) Call meetings of the Board whenever he deems it necessary in accordance with rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less that five (5) days; and

(6) Have, subject to the advice of the Board, general supervision, direction and control of the affairs of the Association and discharge such other duties as may be required of him by the Board.

11.2 VICE PRESIDENT

(1) Shall act in the place and stead of the President in the event of his absence, inability or refusal to act; and

(2) Shall exercise and discharge such other duties as may be required of him by the Board. In connection with any such additional duties, the Vice President shall be responsible to the President.

11.3 SECRETARY

(1) Record the votes and keep the minutes of all meetings and proceedings of the Board and the Members;

(2) Keep the Corporate Seal of the Association and affix it on all papers requiring said seal;

(3) Serve notice of meetings of the Board and of the Members required either by law or by the Bylaws;

(4) Keep appropriate current records showing the Members of the Association together with their addresses;

(5) Sign as Secretary all deeds, contracts, and other instruments in writing which have been first approved by the Board if said instruments require a second Association signature, unless the Board has authorized another Officer to sign in the place and stead of the Secretary by duly adopted resolution; and

(6) Shall exercise and discharge such duties as may be required of him by the Board.

11.4 TREASURER

(1) Keep proper books of accounts;

(2) Receive and deposit in such bank or banks as the Board may from time to time direct, all of the funds of the Association;

(3) Disburse and withdraw said funds as the Board may from time to time direct, and in accordance with prescribed procedures;

(4) Cause an Annual Audit/Review of the Association books to be made by the appointed Audit/Review Committee, or a Board approved Certified Public Accountant, at the completion of each fiscal year, and shall prepare an annual budget with a statement of income and expenditures to be presented to the Membership at its Annual Meeting, and deliver a copy, upon written request, to the Members requesting same; and

(5) Shall exercise and discharge such other duties as may be required of him by the Board.

(6) The Treasurer, or another Member of the Board designated by him, and one other Member of the Board must sign all checks. The Treasurer shall have the authority to write checks for utilities, payroll, or any other recurring monthly expenses provided that the rules for signatures on checks are complied with.

11.5 SIGNATURE OF CHECKS

All checks must be signed by two Members of the Board. The Treasurer shall have authority to write checks, or appoint an office manager to write checks, for utilities, payroll, or any other recurring monthly expenses provided that the rules for signatures on checks are complied with. All checks, must have appropriate documentation attached, fully made out naming the individual or entity receiving the check, clearly written on the face of the check, and the amount of the check spelled out and enumerated prior to any Board Members signing the check.

ARTICLE 12: BOOKS AND RECORDS AVAILABILITY

12.1 MAINTENANCE

Complete and correct records of Accounts, Minutes of Proceedings of Meetings of Members, Directors, and Committees shall be kept at the registered office of the Association. A record containing the names and addresses of all Members entitled to vote shall be kept at the registered office or principal place of business of the Association.

12.2 INSPECTION

The Restrictions of the Subdivision, the Articles of Incorporation and the Bylaws of the Association, all rules and regulations promulgated by the Board of Directors, the membership register, the books of accounts, and the minutes of proceedings, shall be available for inspection and copying by any Member of the Association or any Director for any proper purpose at any reasonable time, in accordance with the Association's Record Production Policy.

ARTICLE 13: ASSESSMENTS

13.1 ANNUAL AND SPECIAL 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.

13.2 DELINQUENT

Any Member assessments which are not paid prior to January 1st of each year shall be delinquent. Any assessment not paid when due shall assume a late fee of ten percent (10%) of the annual assessment fee. All amounts past due shall bear 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 property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

13.3 WAIVER

No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

13.4 TERMS

All assessments shall be on a per residence basis as opposed to a per lot basis. A residence shall be defined as the lot or contiguous lots on which a single family dwelling is situated. In the case of lots being developed and not sold from the original builder or developer, assessment shall be on a per lot basis, regardless of whether the lots are contiguous or not.

ARTICLE 14: CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: RIVERSHIRE MAINTENANCE FUNDS, INC.

ARTICLE 15: FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of January and end on the thirty-first (31) day of December of every year.

ARTICLE 16: AMENDMENTS

16.1 AMENDMENTS

The Board of Directors of Association is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws of the Association, without any action on the part of the Members.

The Bylaws made by the Directors and the powers so conferred may be altered or repealed or new Bylaws adopted by a majority of the vote of the eligible Members present and voting, in person or by proxy, or by eligible Members who have voted by absentee or electronic ballot, at any annual or special meeting or election called for that purpose; provided, however, that a statement of the proposed modifications, alterations, amendments, or repeal and proposed new Bylaws shall be signed by either the Board of Directors or by fifty percent (50%) percent or more of the Members entitled to vote and delivered to the Board of Directors at least thirty (30) days before the date of such meeting or election. It shall be the duty of the Board of Directors to cause a copy of such proposed modifications, alterations, amendments, or repeal of the proposed new Bylaws to be mailed to each member of the Association at his last known address as shown on the books of the Association at least ten (10) days before such meeting or election.

ARTICLE 17: REGULATIONS GOVERNING SUBDIVISION OPERATIONS

17.1 GENERAL

The purpose of regulations is not to intimidate or restrict the activity of any person, but is to provide uniform standards that will promote and maintain a high quality community for the betterment of all residents. The following is a summary of regulations that have been in effect since the establishment of the RIVERSHIRE SUBDIVISION by the developer and carried forth by the Board, plus pertinent CITY OF CONROE CODES acquired when RIVERSHIRE SUBDIVISION was incorporated into the CITY OF CONROE. This will serve as a quick update of new Board Members on regulations, help the Board and Committees to apply the regulations in a consistent and uniform manner and will inform the Residents of their rights and duties to the community.

17.2 REGULATIONS

These Regulations apply to all residents and properties.

(1) If the garage is inadequate to hold all of a family's vehicles, the driveway is the next desired parking area.

(2) Parking on the street is the least desirable alternative but is acceptable if both the garages and the driveway are filled to capacity with vehicles.

(3) The driveway is a designated specific purpose area to accommodate vehicle movement. It shall not be used for storage or encumbered with objects and shall be maintained free and clear to assure full access to the total drive area by vehicles and to maintain the quality home appearance which was originally approved.

(4) No portion of the common area, easements, right-of-ways, or streets (streets are prohibited by City Codes (see reference to City Codes below), without the express written permission of the Board, shall be used for the storage of boats, motor homes, trailers, campers, unused, seldom used or inoperable automobiles or any item the Board deems unsightly or inappropriate. Boats, motor homes, trailers, campers, unused seldom used or inappropriate automobiles or machinery consistent with the use of the premises as a residence may be kept on lots, provided they are adequately screened from public view within a garage, behind a building, behind a fence which encloses the rear of the lot, or other such place.

(5) Parking of vehicles on the lawn is prohibited.

(6) Home and landscaping shall be maintained in a condition so that it is a visual asset to the community.

(7) Miscellaneous unsightly materials or inappropriate objects should not be allowed to accumulate around the home.

(8) Exterior antennas are not allowed (this was directed at the early advent of TV to keep the community from becoming a TV antenna jungle); however, with the advent of new technology, the

smaller satellite TV dish systems are permitted if they are place where they are not visible by the public or are placed in an approved inconspicuous area.

17.3 ARCHITECTURAL COMMITTEE OPERATING GUIDES

(1) Home repair can be done without approval of the Architectural Committee provided all items repaired or replaced are the same as original construction. Modifications or changes from the original plan require approval of the Architectural Committee. Both types of construction require a City of Conroe construction permit.

(2) Home repair and replacement rules above also apply to other appendages around the home such as fences. If you are replacing the fence with the same construction material, height and in the same location as the original built fence, Architectural Committee approval is not required. Please note all original fences were six foot wood fences with the exception of a few decorative masonry and wrought iron fences. Therefore, if you are building anything but a six foot wood fence in the same location, you do need the approval of the Architectural Committee.

(3) Fencing or other imprudent obstructing devices across the driveway, or which will interfere with the use of the driveway or garages, are not desired and must have special approval of the Committee.

(4) Converting garage space to alternate use requires Committee approval and will generally not be approved unless an equal or larger totally enclosed garage, for vehicle storage, is provided elsewhere on the premises.

(5) The Board of Directors of the Association may promulgate additional architectural guidelines and regulations as deemed necessary.

ARTICLE 18: CONFLICTS TO BYLAWS

18.1 RESTRICTIONS GOVERN

In the event of a conflict between the provisions of these Bylaws and the Restrictions, the terms and provisions of the Restrictions shall prevail.

18.2 ARTICLES OF INCORPORATION

In the case of any conflict between the Article of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

IN WITNESS WHEREOF, at a Meeting of the Board of Directors, with all Board Members present, and after a unanimous vote in favor of revising the existing Bylaws, we, being the Board of Directors of the RIVERSHIRE MAINTENANCE FUNDS, INC., have hereto set our hand on this the _____ day of July, 2022. These Bylaws of Rivershire Maintenance Funds, Inc. shall revoke, replace and supplant all previous Bylaws of the Association.

ATTESTATION

Adopted by the Board of Directors on the _____ day of July, 2022.

_____
Director

_____
Director

_____
Director

_____
Director

_____
Director

ATTEST:

_____
Secretary

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of RIVERSHIRE MAINTENANCE FUNDS, INC., and that the foregoing bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Board of Directors on the _____ day of July, 2022.

_____ _____
Date Secretary