

**AMENDED AND RESTATED  
BY-LAWS  
OF  
LAZY RIVER CLUB, INC.**

**RESOLVED**, that the by-laws of the Corporation be and they are hereby, amended by deleting therefrom ARTICLE ONE through ARTICLE TEN in its entirety.

**RESOLVED**, that ARTICLE ONE through ARTICLE EIGHT of the by-laws of the Corporation be, and it is hereby amended so that it will hereafter read as follows:

**ARTICLE I.  
MEMBERSHIP**

**SECTION 1.** The membership of this Club shall be limited to owners of lots situated in **LAZY RIVER SUBDIVISION**.

**SECTION 2.** The owner of at least one or more lots in the LAZY RIVER SUBDIVISION shall be entitled to one vote per lot. An undivided ownership by several individuals of a lot in LAZY RIVER SUBDIVISION will be entitled to one vote per lot, not one vote per owner. When a lot is sold, the membership of the Club and the right to vote will automatically be transferred from the seller to the purchaser.

**SECTION 3.** The term of membership shall be continuous from year to year, as long as a lot is owned in **LAZY RIVER SUBDIVISION**.

**ARTICLE II.  
MEMBERSHIP MEETINGS**

**SECTION 1.** The annual meeting of this Club shall be held on any Sunday in March of each year at 1:30 p.m. if not a legal holiday, and if a legal holiday, then on the next Sunday following at the same time.

**SECTION 2.** Special meetings of the membership of the Club may be called by the President, Vice-President, the Board of Directors, or one-tenth (1/10) of members entitled to vote at meeting, upon ten days written notice to the members.

**SECTION 3.** The annual meeting to be held in March of each year shall be for that purpose, among others, of the election of members of the Board of Directors.

**SECTION 4.** The members of the Club shall then be privileged to make nominations from the floor in addition to the slate of Director nominees presented by the Nominations Committee.

**SECTIONS.** Elections for the Board of Directors shall be by written ballot.

**SECTION 6.** Ten percent (10%) of the members entitled to vote, present in person or represented by written proxy, shall constitute a quorum at all meetings of the membership for the transaction of business.

**SECTION 7.** When a quorum is present at any meeting, the vote of a majority of the members present and entitled to vote, or represented by proxy, shall decide any question brought before the meeting.

**ARTICLE III.  
DIRECTORS**

**SECTION 1.** The business and affairs of the Club shall be managed by its Board of Directors, which may exercise all such powers of the Corporation, and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these by-laws, directed or required to be exercised or done by the members.

**SECTION 2.** The number of members of the Board of Directors which shall constitute the whole Board shall not be less than three, nor more than ten. The Directors to succeed those whose terms expire shall be elected at the annual meeting of the members held in March of each year, and each Director elected shall hold office until his successor shall be elected and qualified. Directors must be members of the Club entitled to vote.

**SECTION 3.** The Directors shall be elected for a three (3) year term, and the election to the Board of Directors will be held every year. For the election immediately following the approval of these By-laws, two (2) positions will be elected for a three (3) year term, two (2) positions will be elected for a two (2) year term and the remaining positions will be elected for a one (1) year term. After this initial election, all positions will be for a three (3) year term as set forth above.

**SECTION 4.** Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 5.** Directors shall be elected by a majority vote.

**SECTION 6.** The regular meeting of the Board of Directors shall be held within one month after the meeting of the membership in March, in order that such meeting may be composed of the newly elected Directors, provided that a quorum of the Directors must be present in order to legally constitute such a meeting. The regular meetings of the Board of Directors may be held without written notice of the time and place of such meeting as determined by the Board.

**SECTION 7.** Special meetings of the Board of Directors shall be held at the time and place designated by call of the President, or Vice-President in the absence of the President, or upon the request of the three members of the Board of Directors. Written or telephone notice of special meetings of the Board of Directors shall be given to each Director at least three days before the date of such meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice to the Directors.

**SECTION 8.** At all meetings of the Board of Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

**SECTION 9.** The Board of Directors shall not be authorized to expend more than the sum of Five Thousand (\$5,000.00) Dollars for any given item without the consent of a majority of members present at a regular or special meeting of the membership of the Club.

**SECTION 10.** The Board of Directors shall from time to time promulgate rules, regulations, penalties and fines for the purpose of supervising, regulating, and governing the use, maintenance, and smooth operation of the Club recreational facilities and restrictions on property of any member or his guest to comply with these regulations shall result in the suspension of said members recreational privileges or loss of membership until complete compliance with these regulations by said member.

**ARTICLE IV.  
OFFICERS**

**SECTION 1.** The Officers of the Club shall be elected annually by a majority of the Board of Directors from among the members of the Board of Directors, at the first meeting of the Board of Directors after the membership election, and shall consist of a President, Vice-President, Secretary, and a Treasurer.

**SECTION 2.** The Board of Directors may appoint any Director as such other officers and/or assistant officers as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board, by resolution not inconsistent with these by-laws.

**SECTION 3.** The Officers of the Club shall hold office until their successors are elected or appointed and qualify, or until their death or resignation. Any vacancy occurring in any office of the Club by death, resignation, or otherwise, shall be filled by the Board of Directors for the remainder of the unexpired term.

**SECTION 4.** The President shall be the chief executive officer of the Club, shall have the general and active management of the affairs of the Club, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President, or their Board designee, shall preside at all meetings of the members and of the Board of Directors.

**SECTION 5.** The Vice-President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. Said Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time-to-time delegate.

**SECTION 6.** The duties of the Secretary and Treasure shall be as follows:

The Secretary, or their Board Designee, shall attend every meeting of the Board of Directors and all meetings of the members, and record all of the proceedings of the meetings of the Board of Directors and of the members, in a minute book to be kept for that purpose. Such Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

The Treasurer shall track the financial activity of the Club and disburse the funds of the Club as may be ordered by the Board of Directors, and shall render to the Board of Directors, at its regular meeting or when a member of the Board of Directors so requires, an account of all his transactions and of the financial condition of the Club.

If required by the Board of Directors, the Treasurer shall give the Club a bond of such type, character, and amount as the Board of Directors may require. The premium for such bond shall be paid by the Club.

**ARTICLE V.  
BOARD MEETINGS**

**SECTION 1.** The Board of Directors shall meet on the third Monday evening of each month at a time designated by the Board.

**ARTICLE VI.  
BOARD COMMITTEES**

**SECTION 1.** The President shall appoint such committees as is deemed necessary or advisable, with the approval of the Board of Directors.

**SECTION 2.** The duties of all committees shall be defined by the Board of Directors.

**SECTION 3.** All committee appointees serve at the pleasure of the Board of Directors.

**SECTION 4.** No later than sixty (60) days preceding the meeting at which election of the members of the Board of Directors will take place, the Board of Directors shall appoint a nominating committee consisting of three persons who are members of the Club in good standing; the committee shall report its recommendations and nominations to the Board of Directors, no later than twenty (20) days before the election, and the slate of nomination shall to be included in the notice of the annual meeting of this Club pursuant to Article II Section 1 of these By-laws.

**ARTICLE VII.  
PROCEDURE**

**SECTION 1.** The revised edition of Robert's Rules of Order shall be authority for procedure in conducting all meetings of this Club, its Board of Directors, when not in conflict with the by-laws of this Club.

**SECTION 2.** The following shall be the order of business for member meetings:

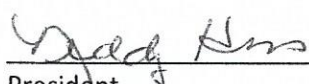
- (a) Registration of members in attendance and distribution of agenda.
- (b) Roll call of Officers.
- (c) Establishment of a Quorum
- (d) Introduction of visitors and new members.
- (e) Reading and approval of minutes of proceeding meeting(s).
- (f) Report(s) of committee(s).
- (g) Old business.
- (h) New business.
- (i) General discussion.

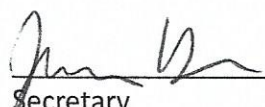
**ARTICLE VIII.  
AMENDMENTS**

These by-laws may be revised, changed, or amended at any meeting, regular or special, at which a quorum is present, by a majority vote of the members present. However, a copy of any proposed revision, change or amendment, together with written notification of time and place of the meeting at which the same is to be considered, shall be delivered or mailed to the last known mailing address of each member at least ten (10) days before the meeting at which the amendment is to be submitted.

Dated: March 19, 1978

Revised: December 1, 2021

 12/1/21  
\_\_\_\_\_  
President

 12/1/21  
\_\_\_\_\_  
Secretary

# SECRETARY'S CERTIFICATE

The Amended and Restated By-laws of Lazy River Club, Inc. was approved by a majority of the quorum percentage of those Owners qualified to vote at such meeting, in accordance with Article IX of the Resolution Amending By-Laws of Lazy River Club, Inc.

The results of the balloting were duly recorded in the Minutes of the Association and all original ballots and tabulations are maintained as part of the official records of the Association.

NOW THEREFORE, the undersigned Secretary of Lazy River Club, Inc., I do hereby certify that the above and foregoing amendment was on that date duly enacted and has not been amended or rescinded.

Executed on this 6<sup>th</sup> day of December, 2021.

LAZY RIVER CLUB, INC.

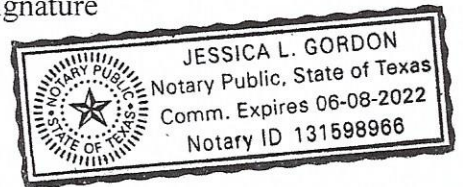
By: [Signature]  
Jennifer Hart, Secretary

STATE OF TEXAS

COUNTY OF AUSTIN

This instrument was acknowledged before me on DECEMBER 6, 2021 by JENNIFER HART, known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same and for the purposes and consideration therein expressed.

[Signature]  
Notary Public Signature



Instrument # 217253  
12/20/2021 3:08 PM

STATE OF TEXAS COUNTY OF AUSTIN  
I certify that this instrument was filed on the date and time stamped by me and was recorded in the Official Public Records of Austin County, Texas.

Carrie Gresor, County Clerk  
Austin County, Texas

By: [Signature]