

BYLAWS
OF
CUMBERLAND COVE PROPERTY OWNERS' ASSOCIATION INC.

1. GENERAL

1.1 **Identity.** These are the BYLAWS of CUMBERLAND COVE PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "ASSOCIATION" a corporation not-for-profit formed under the laws of the State of Tennessee.

1.2 **Principal Office.** The principal office of the Association shall be at such place as the Board may determine from time to time.

1.3 **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

1.4 **Inspection of Books and Records.** The records of the Association shall be open to inspection by Owners and all holders, insurers or guarantors of any first mortgage encumbering any lot, upon request, during normal business hours or under other reasonable circumstances. Such records of the Association shall include current copies of the DECLARATION, CHARTER, BYLAWS, and Rules and Regulations of the Association, and any amendments thereto, any contracts entered into by the Association, and the books, records and financial statements of the Association. The Association shall be required to make available to prospective purchasers of any lot current copies of the DECLARATION, CHARTER and BYLAWS, and the most recent annual financial statement of the Association.

1.5 **Definitions.** Unless the context otherwise requires, all terms used in these BYLAWS shall have the same meaning as are attributed to them in the DECLARATION and the CHARTER.

2. PURPOSES AND POWERS

2.1 **Mortgages and Other Indebtedness.** The Association shall have power to mortgage its properties only to the extent authorized under the DECLARATION.

2.2 **Dedication of Properties or Transfer of Function to Public Agency or Utility.** The Association shall have the power to dispose of its properties only as authorized under the DECLARATION.

2.3 **Mergers and Consolidations.** Subject to the provisions of the DECLARATION and the CHARTER and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes with the approval of a majority of the votes cast of the members voting.

2.4 **General Purposes.** The Association has been organized for those purposes enumerated in its CHARTER and DECLARATION, including:

To promote the health, safety and welfare of the residents of the Subject Properties, and for this purpose to:

- a. Own, acquire, build, operate and maintain certain areas for the benefit of the Owners, as described in the DECLARATION;
- b. Pay the utilities costs for common areas including water, sewer and electricity;
- c. Pay for other miscellaneous services which may be required, such as exterminating services, security system maintenance and fire extinguisher services;
- d. Insofar as permitted by law, to do any other thing that, in the opinion of the Board, will promote the common benefit and enjoyment of the residents of the Subject Properties;

2.5 **General Powers.** The Association shall have all the powers provided in these BYLAWS, the CHARTER, the DECLARATION, and any other statute or law of the State of Tennessee or any other power incidental to any of the above powers.

3. MEMBERSHIP IN GENERAL

3.1 **Qualification.** Every person or entity who is a record owner of a lot shall be a Member of the Association provided, however, that any person or entity who holds an interest in a lot merely as security for the performance of an obligation shall not be a Member of the Association.

3.2 **Changes in Members.** The transfer of membership in the Association shall be established by the recording in the Public Records of the county in which the lot is located, of a deed or other instrument establishing a transfer of record title to any lot for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming a Member, and the prior membership thereby being terminated. In the event of death of a Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the lot, and it shall be the responsibility and obligation of the former and new Owner of the lot to provide such true copy of said instrument to the Association.

3.3 **Voting Rights.** The voting rights of membership are subject to the payment of Assessments levied by the Association, the obligation of which Assessments is imposed against each owner of and becomes a lien upon the property against which such Assessments are made as provided in Article 5 of the DECLARATION. The voting rights of any member will be suspended if the Assessment remains unpaid ninety (90) days after the payment was due. Upon payment of such Assessments the Member's voting rights shall be automatically restored.

3.4 **MEMBER Register.** The Secretary of the Association shall maintain a register in the office of the Association showing the names and addresses of the Members of the Association. Such register shall only be available to Owner/Members of the Association. Each Owner/Member shall at all times advise the secretary of any change of address of the Member, and of any change of ownership of the Owner/Member's lot. The Association shall not be responsible for reflecting any changes, until notified of such changes in writing. Any mortgagee of any lot may register by notifying the Association in writing of its mortgage. In the event the Association files a claim of lien that affects any lot encumbered by the mortgage of a registered mortgagee, a copy of the claim of lien shall be mailed to the registered mortgagee.

4. MEMBERSHIP VOTING

4.1 **Voting Rights.** Each Member who is current in the payment of Member's Assessment shall be entitled to one vote for each lot in which the Member holds an interest required for membership pursuant to the terms in these BYLAWS. When more than one person holds the required interest in any lot, there shall be only one (1) vote cast by the Member with respect to each lot and the Member shall exercise the vote as they may determine among themselves. In no event shall there be more than one (1) vote per lot. Receipt of more than one vote per lot will negate all the votes for that lot.

4.2 **Majority Vote.** The acts approved by a majority of the votes shall be binding upon all Members for all purposes, except where otherwise provided by law, in the DECLARATION, the CHARTER, or in these BYLAW. (Also see Section 6.6 pertaining to Special Meetings)

5. PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

5.1* Each Member in good standing shall be entitled to the use and enjoyment of the Common Properties and facilities. *(5.1 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

5.2* Any Member in good standing may delegate his rights of enjoyment in the Common Properties and facilities to the members of his family who reside upon the Subject Properties or to any of his tenants who reside thereon. *(5.2 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Record Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

6. MEMBERSHIP MEETINGS

6.1 Every Person, Co-owner, or Entity who is a record Owner of a lot, and is therefore a Member of the Association, may attend any meeting of Members.

6.2 **Place.** All meetings of the Members shall be held at the principal office of the Association or at such other place

and at such time as shall be designated by the Board and stated in the notice of meeting

6.3* **Notices.** Written notice stating the place, day and hour of any meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Member not less than ten (10) days before the date of the meeting, either personally, posted on the website, announced in the newsletter, or by post-paid mail, by the direction of the President, the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be mailed first class and deemed to be delivered when deposited in the United States Mail, addressed to the Member at the Member's address as it appears on the record of the Association, unless such Member shall have filed a written request with the Secretary of the Association stating that notices will be sent to some other address. *(6.3 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

6.4 **Waiver of Notice.** Whenever any notice is required to be given to any Member under the provisions of the CHARTER or these BYLAWS, or as otherwise provided by law, a waiver thereof in writing signed by the Person or Persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

6.5 **Annual Meeting.** The annual meeting for the purpose of installing directors and transacting any other business must be held between October 1st and October 15th of each year. The annual meeting will be held at such time and place as shall be selected by the Board and as is contained in the notice of such meeting.

6.6 **Special Meetings** Special meetings of the Members may be requested at any time by written notice to the Secretary by any Director, the President or any Member having not less fifty (50%) percent of the votes (represents a quorum) of the entire membership, or as otherwise provided by law. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice of meeting. Notice of any special meetings must comply with provisions of 6.3 of this BYLAW.

6.7 **Adjournments.** Any meeting may be adjourned or continued by a majority of the votes present at the meeting. If any meeting is adjourned or continued to another time or place, it shall not be necessary to give any notice of the adjourned meeting, if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original meeting. If the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, notice of the adjourned meeting may be given to Members not present at the original meeting, without giving notice to the Members which were present at such meeting.

6.8 **Organization.** At each meeting of the Members, the President, the Vice President, or any person chosen by a majority of the Members present, in that order, shall act as chairman of the meeting. The Secretary, or in his absence or inability to act, any person appointed by the Chairman of the meeting shall act as Secretary of the meeting.

6.9 **Minutes.** The minutes of all meetings of the Members shall be kept in a book available for inspection by the Members or their authorized Representatives, and the members of the Board, at any reasonable time. The Association shall retain these minutes for a period of not less than seven (7) years.

7. **BOARD**

7.1 **Number of Directors.** The affairs of the Association shall be managed by a nine (9) member Board.

7.2 **Election of Directors by Members.** Election of Directors to be elected by the Members of the Association shall be conducted in the following manner:

7.2.1. In all cases all Directors are elected to two (2) year terms. Terms will commence at the annual meeting (held each year between October 1st and October 15th) and end two (2) years later at the annual meeting. Newly elected Directors will be installed at the annual meeting.

7.2.2*. The members shall elect Directors, for open seats by written ballot in September of each year. Ballots must be mailed by the 1st of September addressed to the Members at the address last furnished to the Association by the Member. Ballots must be received by the Association on or before September 30th, in the format specified by the Association. NOTE: No ballot will be required and/or mailed if the number of qualified candidates meets or is less than the number of vacancies. *(7.2.2 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

7.2.3. The election of the Directors by the Members shall be by written ballot with each Member voting being entitled to cast one vote per lot for each of as many nominees as there are vacancies to be filled. For example, if there are five (5) vacancies, a Member could cast one vote per lot for as many as five (5) different candidates. There shall be no cumulative voting. The candidates receiving the most votes shall be elected to the term specified based on the number of vacancies. For example, for four (4) vacancies, the four (4) candidates with the highest number of votes are elected.

7.2.4** The Board shall establish a time period within which persons desiring to be elected as a member of the Board may qualify. To qualify for election to the Board, a person must be current in the payment of all Assessments, the principal residence shall be located on the Subject Property and the property owner or trustee must reside on the Subject Property. Candidates must be a member in good standing of the Cumberland Cove Property Owner's Association. Relatives of currently serving Board of Directors may not apply for election if they would serve simultaneously on the Board of Directors. Applications for board positions shall include the opportunity to enumerate service to the Cumberland Cove Property owner's Association. Application information will be included with the mailing of the ballots. Application information and filing deadlines can be obtained from the website or by contacting the office of the Cumberland Cove Property Owners' Association. *(7.2.4 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq., **7.2.4 as amended of the By-law was submitted and filed with the respective County Clerks, September 2015: The Register of Deeds of Cumberland County, Tennessee at Book 1460, page 645 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 894, page 153, et seq.) ***7.2.4 as amended of the By-law was submitted and filed with the respective County Clerks, January 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1481, page 2194 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 950, page 671, et seq.)

7.2.4a** Definition of Relatives to be: Siblings, children, parents, spouses, in-laws, other blood relatives and civil partnerships. **7.2.4 as amended of the By-law was submitted and filed with the respective County Clerks, September 2015:

The Register of Deeds of Cumberland County, Tennessee at Book 1460, page 645 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 894, page 153, et seq.)

7.2.5 A member of the Cumberland Cove Property Owner's Association must not serve simultaneously on the Board of Directors and any Standing Committee. A member serving on the Election Committee who submits an application to run for the Board of Directors must also include a letter of resignation effective immediately. A member serving on the Environmental Control Committee (ECC) who submits an application to run for the Board of Directors may continue to serve on the ECC during the election process but cannot vote on any issues presented by the ECC committee until after the election process has been completed. Upon notification of being selected to serve on the Board, that member must sign a letter of resignation from the ECC effective immediately.

7.3 **Organizational Meeting**. The newly elected Board shall meet for the purposes of organization, the election of officers and the transaction of other business immediately after their installation or within ten (10) days of same at such place and time as shall be fixed by the Directors at the meeting at which they were installed, and no further notice of the organizational meeting shall be necessary.

7.4* **Regular Meeting**. Except as otherwise provided in these Bylaws, Regular Meetings of the Board shall always be in-person meetings which may be held at such time and place as shall be determined, from time to time, by a majority of the Directors. The Board must hold a Regular Meeting at least once every other month (six (6) per year). (*7.4 as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.1* **Special Meetings**. Special meetings of the Board may be called by any Director or by the President at any time. The purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted except that mentioned in the notice. Notice of any special meeting must comply with provisions of 7.5 of this BY-LAW. (*7.4.1 as amended of the By-law was submitted and filed with the respective County Clerks, October 2013: The Register of Deeds of Putnam County, Tennessee at Record Book 788, page 110, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1418, page 747, et seq.)

7.4.2* **Executive Sessions**. Executive Sessions may be called at any time by the President or by a majority of the Board of Directors. When feasible Executive Sessions may be held in conjunction with a scheduled meeting. Executive Sessions shall be limited to voting members of the Board of Directors and such other individuals as deemed appropriate by majority

approval of the Board of Directors. The discussion shall be limited to the subject for which the meeting was called or adjourned to. A quorum (5) of the Board must be present. Executive Sessions are limited to the following subjects and stipulations:

- Issues of a sensitive nature, including paid staff, volunteers, committees or Board;
- Legal issues including consultation with legal counsel;
- Individual property owner financial issues;
- Competitive contractual issues;
- The session will be limited to discussion and/or planning. No votes or actions may be taken in Executive Session;
- At the resumption or the next meeting of the Board, the Secretary shall make an entry into the minutes that an Executive Session was convened (time, place, and attendees) for stated purpose(s);
- All discussion and planning are to remain private and the proceedings are to be held in confidence as per the latest edition of Robert's Rules of Order.

(*7.4.2 as amended by the Bylaws was submitted and filed with the respective County Clerks, July 2015: The Register of Deeds of Putnam County Tennessee at Record Book 885, page 197, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1455, page 2238, et seq.)

7.4.3* **Videoconference Meetings.** In the event Directors and/or property owners cannot congregate in the designated venue to hold a Regular Meeting due to a state or national emergency, act of God, a pandemic, or an event that is unforeseeable, unanticipated, or uncontrollable, the President or Vice-President of the Association may elect to conduct the Regular Meeting electronically using Zoom videoconferencing services or another videoconferencing service with similar features to make the meeting accessible to property owners. Annual Meetings and Special Meetings shall not be held by videoconference. The following rules shall apply for Regular Meetings held by videoconference: (*7.4.3 as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.a* **Login information.** The Board Secretary shall send by email to every member of the Board, at least 24 hours before each meeting, the time of the meeting, the URL and codes necessary to connect to the internet meeting service, and, as an alternative and backup to the audio connection included within the internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Board Secretary shall also include a copy of, or a link to, these rules. (*7.4.3.a as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.b* **Login time.** The Board Secretary shall schedule internet meeting service availability to begin at least 15 minutes before the start of each meeting. (*7.4.3.b as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.c* **Signing in and out.** Board Members shall identify themselves as required to sign in to the internet meeting service, and shall maintain internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment. (*7.4.3.c as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.d* **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum. (*7.4.3.d as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.e* **Technical requirements and malfunctions.** Each Board Member is responsible for his or her audio and internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting. (*7.4.3.e as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.f* **Forced disconnections.** The President of the Association may cause or direct the disconnection or muting of a Board Member's connection if it is causing undue interference with the meeting. The President's decision to do so, which is subject to an un-debatable appeal that can be made by any Board Member, shall be announced during the meeting and recorded

in the minutes. (*7.4.3.f as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.g* **Assignment of the floor.** To seek recognition by the President, a Board Member shall raise his/her hand using the electronic method provided by the videoconferencing service. (*7.4.3.g as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.h* **Motions submitted in writing.** A Board Member intending to make a main motion or to offer an amendment, shall, at least 72 hours prior to the start of the meeting, send the motion by email or hand delivery to the Board President or Secretary so that the motion or amendment can be included in the meeting agenda. During the meeting, before or after being recognized, the Board Member may post the motion in writing to the online area designated by the Board Secretary for this purpose, preceded by the Board Member's name and a number corresponding to how many written motions the Board Member has so far posted during the meeting (e.g., "SMITH 3:" "FRANCES JONES 2:"). Use of the online area designated by the Board Secretary for this purpose shall be restricted to posting the text of intended motions. (*7.4.3.h as amended of the ByLaw was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.i* **Display of motions.** The Board Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and to the extent feasible, the Board Secretary shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of. (*7.4.3.i as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.j* **Voting.** Votes shall be taken by by audible roll call. The President's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent. (*7.4.3.j as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.k* **Video display.** The President or Board Secretary shall cause a video of the President to be displayed throughout the meeting and shall also cause display of the video of the Board Member currently recognized to speak or report. (*7.4.3.k as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.4.3.l* **Member Access.** The Board President or Secretary shall have instructions posted on the Cumberland Cove POA website for every member of the Association, at least 24 hours before each meeting, the time of the meeting, the URL and codes necessary to connect to the videoconference meeting service, and, as an alternative and backup to the audio connection included within the videoconference service, the phone number and access code(s) the member needs to listen to the meeting by telephone. (*7.4.3.l as amended of the By-Law was submitted and filed with the respective County Clerks, July 2020: The Register of Deeds of Cumberland County, Tennessee at Book 1568, pages 570 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 1173, page 67 et seq.)

7.5* **Notice of Meetings.** Notice of all meetings of the Board must be given by the Secretary, or by any other officer or Director, to all Directors. Such notice must include the day, place and hour of the meeting. Notice of such meeting shall be delivered to each Director either personally, by telephone, or in writing at least 24 hours before the time at which such meeting is to be held. Notice of a meeting of the Board need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place, the time or the manner in which the meeting has been called or convened, except when a Director states at the beginning of the meeting, an objection to the transaction of any business because the meeting is not lawfully called or convened. (*7.5 as amended of the By-law was submitted and filed with the respective County Clerks, October 2013: The Register of Deeds of Putnam County, Tennessee at Record Book 788, page 110, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1418, page 747, et seq.)

7.6 **Attendance at Board Meetings.** All meetings of the Board shall be open to all Members and Institutional Lenders.

7.7 **Quorum and Manner of Acting.** Five (5) Directors present at a meeting of the Board shall constitute a quorum for the transaction of business. If at any time the number in attendance falls below five (5), then business (votes) cannot be taken. The act of the majority of the Directors present at a meeting of Directors shall be the act of the Board, unless the act of a greater number of Directors is required by statute, the DECLARATION, the CHARTER or by these BYLAWS.

7. 7.1* **Proxy Voting.** No proxy voting will be allowed by Board Members. (*7.7.1 as amended of the By-law was submitted and filed with the respective County Clerks, October 2013: The Register of Deeds of Putnam County, Tennessee at Record Book 788, page 110, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1418, page 747, et seq.)

7.8 **Adjourned Meetings.** A majority of the Directors present at a meeting whether or not a quorum exists may adjourn any meeting of the Board to another place and time. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of the adjournment (all notices of meetings must comply with the requirements of Section 7.5 including twenty-four hours (24) notice), and unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors. Any business that might have been transacted at the meeting as originally called may be transacted at any adjourned meeting without further notice.

7.9 **Presiding Officer.** The presiding officer of the Directors' meetings shall be the President of the Association. In the absence of the President, the Vice President of the Association shall preside. In the absence of the President and Vice President, the Board shall elect an acting presiding officer for that meeting.

7.10 **Minutes of Meetings.** The minutes of all meetings of the Board shall be kept in a book available for inspection by the Members of the Association, or their authorized Representatives, and the Directors at any reasonable time.

7.11* **Committees.** The Board may, by resolution duly adopted, create committees with the exception of the Environmental Control Committee and the Election Committee, which shall be standing committees of the Association. Relatives, as defined in bylaw 7.2.4a, may not serve simultaneously on any standing committee. Any committee shall have and may exercise such powers, duties and functions as may be determined by the Board from time to time, which are not prohibited by law from being exercised by a committee. All committee members shall be instructed that they are governed by and must abide by the Code of Conduct. All Committee memberships may be reviewed each November. (*7.11 as amended by the Bylaws was submitted and filed with the respective County Clerks, July 2015: The Register of Deeds of Putnam County Tennessee at Record Book 885, page 197, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1455, page 2238, et seq.) (**7.11 as amended by the Bylaws was submitted and filed with the respective County Clerks, January 2020: The Register of Deeds of Cumberland County Tennessee at Record Book 1481, page 2194, et seq. and The Register of Deeds of Putnam County, Tennessee at Book 950, page 671, et seq.)

7.11.1* **Election Committees.** The Directors shall appoint an election committee each year prior to the election of the new Directors. The appointments shall take place at least sixty days before September 1st (the last day for mailing ballots). It shall be the duty of the committee to establish a time frame for the members to submit their application for Director. They will review and verify the applicants' qualifications as established in Section 7.2.4 of the By-laws. Ballots along with the applicants' qualifications shall be printed and sent to all P.O.A. Members within the guidelines established in 7.2.2 of the Bylaws. After receipt of the returned ballots it shall be the responsibility of the committee to verify the count of all legal ballots as specified in Section 7.2.3. After completion of the count, the applicants shall be notified and the results posted in the time frame established by the Board along with the Election Committee. **7.11.1 as amended of the By-law was submitted and filed with the respective County Clerks, September 2015: The Register of Deeds of Cumberland County, Tennessee at Book 1460, page 645 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 894, page 153, et seq.)

7. 11.2* **Appeals to the Board.** Property Owners shall have the right to appeal Environmental Control Committee (hereafter; ECC) denials only as stated in the Covenants, Bylaws, or ECC Rules and Restrictions. After the final ECC denial, the property owner may exercise his/her right to appeal to the Board. The appeal process shall be conducted as follows:

- Property owner appeal process reviewed and final denial by ECC;
- Property owner submits written request for an appeal to the Board within 60 days of the final denial by the ECC;
- Property owner may make a verbal presentation to the Board at a regularly scheduled Board meeting;
- Property owner's appeal is placed on the agenda and read into the minutes at the next regularly scheduled Board meeting;

- A combined meeting of the Board of Directors and the ECC may be called by either party to determine long term effects of the appeal on the Covenants, Bylaws, ECC Rules and Restrictions, and the property owners in general;
- Final decision on the appeal shall be made by the Board at a regularly scheduled Board meeting.

*(7.11.2 as amended of the By-law was submitted and filed with the respective County Clerks, May 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

7.11.3 All standing committee members and their chairperson will be reappointed each year by the Board of Directors. All applicants will be reviewed and be considered for appointment to these committees. Committee members appointments will be voted on and selected by the majority of the votes cast by the Board of Directors at a board meeting.

7.12 **Resignation.** Any Director of the Association may resign at any time by giving written notice of his resignation to the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when such resignation is to become effective is not specified therein, immediately upon its receipt, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns from the Board or who is removed from the Board for cause may not be seated on the Board and may not be a candidate for the Board until the completion of his elected term during which he resigned. *(7.12 as amended of the By-law was submitted and filed with the respective County Clerks, June 2022: The Register of Deeds of Putnam County, Tennessee at Records Book 1413, page 423 et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1648, page 122 et seq.)

7.13 **Removal of Directors.** Directors may be removed as follows:

7.13.1 All Directors are expected to attend as many meetings as possible. The attendance requirement is that all Directors must attend at least seventy-five percent (75%) of all Board meetings held between October 1st and September 30th of the following year. Any Director may be removed by a majority vote of the remaining Directors for failing to meet this attendance requirement.

7.13.2 Any Director may be removed with or without cause by a majority vote of the members voting with a minimum of five hundred (500) positive (yes) votes. The vacancy on the Board caused by such removal must be filled following the process described in Section 7.14 of these Bylaws.

7. 13.3* The Board of Directors will adopt a Code of Conduct for all Board members to follow when conducting Association business. Such Code of Conduct can be adopted by five (5) affirmative votes of the Board. Any Director may be removed from the Board by six (6) affirmative votes of the other Directors for failing to adhere to the Code of Conduct. The vacancy on the Board caused by such removal must be filled following the process described in Section 7.14 of these Bylaws. (*7.13.3 as amended of the By-law was submitted and filed with the respective County Clerks, October 2013: The Register of Deeds of Putnam County, Tennessee at Record Book 788, page 110, et seq. and The Register of Deeds of Cumberland County, Tennessee at Book 1418, page 747, et seq.)

7.13.4 Any Director may be removed from the Board for failing to continue to meet the Board qualifications detailed in Section 7.2.4. The vacancy on the Board caused by such removal must be filled following the process described in Section 7.14 of these Bylaws.

7.14 **Vacancies.** Vacancies in the Board must be filled so that a nine (9) member Board conducts the affairs of the Association. An exception will exist if a vacancy of a Director occurs in June, July, or August (before the election ballots are printed). That vacant Board seat will be filled at the next annual election by the members, and therefore will not be filled following procedures detailed in 7.14.1 or 7.14.2. Vacancies that occur after the ballots are printed and until the annual meeting, will be filled at the annual meeting following procedures outlined in 7.14.1 and 7.14.2.

*7.14.1 If at the last election, there were more candidates than vacancies; the candidate receiving the next highest number of votes will fill the vacancy. For example, if eight (8) candidates ran for five (5) vacancies then the first vacancy, if any, would be filled by the candidate receiving the sixth (6) highest number of votes. Vacancies will continue to be filled in this manner until the list of candidates receiving votes, at the last election are exhausted, or until the next annual election. New Board members elected to the Board in this manner must be installed at the next meeting of the Board so that they can participate as a voting member at that meeting. New Directors elected in this manner will fill that Board position for the term of the former director. This mandate does not apply to the exemption period described in Section 7.14. Vacancies that occur after the ballots are printed, will be filled by the candidate receiving the next highest number of votes during this current election, and this candidate will serve the unexpired term of the former director. (*7.14.1 as amended; was submitted and filed December 2007; the Register of Deeds of Cumberland County, Tennessee, at Book 1281, pages 1369 etc. sequence.)

*7.14.2 Once the list of candidates is exhausted or if there are not more candidates than vacancies at the last election, then any vacancy shall be filled by a majority vote of the Directors present from any of the members who would have been qualified as specified in Section 7.2.4, to run during the last election. The vote to fill the vacancy must be held at the next regular (or annual) meeting of the Board unless a special meeting had previously been held for the purpose of electing the new Director. The election to fill the vacancy must be the first item of business so that the new Board member can be installed at the time and participate in the remainder of the Board meeting. New Directors elected in this manner will fill that Board position and serve the term of the former director. This mandate does not apply to the exemption period described in Section 7.14, but whenever a director is elected to fill the position of a board vacancy, that new director will serve the term of the former director. This procedure will maintain the ratio of directors being elected annually. (*7.14.2 as amended; was submitted and filed December 2007; the Register of Deeds of Cumberland County, Tennessee, at Book 1281, pages 1369 etc. sequence.)

7.15 **Powers and Duties.** The Directors shall have the right to exercise all of the powers and duties of the Association, expressed or implied, existing under these BYLAWS, the CHARTER, the DECLARATION, or as otherwise provided by statute or law.

8. **OFFICERS.**

8.1 **Officers and Qualifications.** The officers of the Association shall include a President, a Vice President, a Secretary and a Treasurer. Officers shall be elected at the organizational meeting specified in Section 7.3. A majority of the Directors present will elect the officers. Any officer may be removed from office with cause by an affirmative vote of no less than six (6) Directors. The process of removal of an officer will follow Roberts Rules disciplinary procedures. No officer may hold more than one office at a time. Each officer shall hold office until his successor shall have been duly elected, or until his death, or until he has resigned, or until he has been removed from office as described in this section. All Officers must first be Directors of the Association. *(8.1 as amended by the Bylaws was submitted and filed with the respective County Clerks, January 2020: The Register of Deeds of Cumberland County Tennessee at Record Book 1481, page 2194, et seq. and The Register of Deeds of Putnam County, Tennessee at Book 950, page 671, et seq.)

8.2 **Resignations.** Any Officer of the Association may resign from office at any time by giving written notice of his resignation the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if there is no time specified therein, immediately upon its receipt, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make such resignation effective.

8.3 **Vacancies.** A vacancy in any office, whether arising from death, resignation, removal or any other cause must be filled at the next meeting of the Board as the first item of business unless, as specified in Section 7.14.2, the first item of business is to elect a new Director (See exemption period described in Section 7.14).

8.4* **The President.** The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board when present. He shall have all of the powers and duties which are usually vested in the office of President of an Association or Corporation, including but not limited to, seeing that orders and resolutions of the Board are carried out. These resolutions shall include; signing checks, notes, leases, mortgages, deeds and all other written instruments deemed as administrative duties. All other business matters shall be conducted with prior knowledge and approval of the Board of Directors to assist in the conduct of the affairs of the Association. The President will be a voting member of the Board whose vote shall be cast last. *(8.4 as amended of the By-law was submitted and filed with the respective County Clerks, July 2016: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

8.5 **Vice President.** The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. He shall also assist the President generally and exercise such other powers and perform such other duties as may be prescribed by the Board.

8.6 **The Secretary.** The Secretary shall prepare and keep the minutes of all proceedings of the Directors and the Members' annual meeting. He shall attend to the giving and serving of all notices to the Members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal when duly executed. He shall keep the records of the Association, except those of the Treasurer, and shall perform all other duties incident to the office of Secretary of an association, and as may be required by the Board or the President

8.7 **The Treasurer.** The Treasurer shall have custody of all records of property of the Association, including real property, funds, securities, and evidences of indebtedness. He shall keep books of account for the Association in accordance with good accounting practices that together with substantiating papers shall be made available to the Board for examination at

reasonable times. He shall submit a Treasurer's Report to the Board at intervals as mandated by the Board or at least quarterly and shall perform all duties incident to the office of Treasurer. He shall collect all Assessments and shall report promptly to the Board the status of collections. All checks and notes must contain signatures of two (2) of the four (4) officers.

9. FINANCES AND ASSESSMENTS

9.1 **Assessments - Responsibility and Purpose.** The Owner(s) of each lot shall be responsible for the payment of Assessments for Common Expenses or other Assessments to the Association as hereinafter provided. Said Assessments shall be used exclusively for the purpose of promoting the recreation, health, safety and welfare of the residents in the Subject Property and in particular for the improvement, operation and maintenance of properties, services and facilities devoted to this purpose and related to the use and enjoyment of the Common Properties including, but not limited to, the payment of taxes and insurance on the Common Properties, and repair, replacement and additions thereto, and for the cost of labor, equipment, materials, management and supervision thereof, as well as for the purpose of payment for drainage maintenance, and where applicable, taxes assessed by a governmental entity.

9.2 **Budget and Assessments.** Prior to the beginning of each fiscal year, the Board shall adopt a budget for such fiscal year, which shall estimate all of the Common Expenses to be incurred by the Association during the fiscal year. In determining the budget for any fiscal year, the Board may take into account Common Properties, lots and additions to the Subject Property anticipated to be added during the fiscal year. The Board shall then establish the Assessment for Common Expenses per lot, which shall be equal to the total amount to be assessed for Common Expenses pursuant to the budget, divided by the total number of Lots within the Subject Property. The Association shall then promptly notify all Owners, in writing, of the amount, frequency, and due dates of the Assessment for Common Expenses per lot. If the expenditure of funds is required by the Association in addition to funds produced by the regular Assessments for Common Expenses, the Board may make special Assessments for Common Expenses, which may include Assessments to provide funds to pay for an existing or proposed deficit of the Association, or for any additions, alterations or improvements to any Common Property, or for any other purpose (Section 2.5 of the Covenant limits the Association's ability to expend funds without member approval). Special Assessments for Common Property shall be levied in the same manner as hereinbefore provided for regular Assessments for Common Expenses and shall be payable in one lump sum or as otherwise determined by the Board, in its sole discretion, as stated in the notice of any special Assessment for Common Expenses.

9. 2.1* **Reserve Fund.** A reserve fund for the POA will be established for current and future maintenance, repairs, and replacements of common area assets. The reserve fund will be based on a Board approved component list following prevailing National reserve study standards. The Board of Directors or a designated specific committee or entity will maintain and update the reserve fund component list each year which will contain the components expected useful life, remaining useful life, and the estimated current cost of repair, replacement, and improvement of the asset. A minimum asset cost threshold will be established by the Board from time to time by an affirmative vote of the majority of the Board of Directors. All expenditures from the reserve fund must be above the minimum threshold. Funds held in the reserve fund account will be held in a separate bank account, shall only be used for the current, Board approved reserve fund component list, and shall not be comingled with other funds. *(9.2.1 as amended of the By-law was submitted and filed with the respective County Clerks, July 2016: The Register of Deeds of Cumberland County, Tennessee at Book 1317, page 2056 et seq. and in the Register of Deeds of Putnam County, Tennessee at Record Book 527, page 733, et seq.)

9.3 **ASSESSMENT Due Dates.** The notice to all owners, of the regular or special assessment and due date for common expenses per lot, should be mailed first class to the last address supplied to the association by the owner(s). In no event shall any regular or special assessment for common expenses payable by any owner be due less than 30 days from the date the notification is mailed to the owner(s).

9.3.1 **Late Fees.** Late fees will be assessed as of July 1st or sixty (60) days after the assessments are mailed, whichever is later, for the assessed year. Fees will be at the rate of ten percent (10%) APR or ten dollars (\$10) whichever is greater. The late fee will be assessed each July 1st until all assessments are current.

9.3.2 **Liens.** Liens may be filed immediately following the end of the year of the initial assessment billing, providing a minimum of sixty (60) days notice has been provided via certified mail by November 1. The total obligation of the member will include all assessments, late fees, and costs associated with filing and recording the lien.

9. 3.3* **Foreclosures.** Foreclosure proceedings may commence in no less than three (3) months after the lien filing

date, provided that the Owner has received a copy of the lien and notice that in no less than three (3) months the foreclosure process will begin. *(9.3.3 As amended of the by-law was submitted and filed with the respective County Clerks, February 2009: The Register of Deeds of Cumberland County, Tennessee at Book 1309, page 2079 et seq. and in the Register of Deeds of Putnam County, Tennessee in Record Book 5 10, page 411, et seq.)

9.4 **Depositories**. The funds of the Association shall be deposited in such banks and depositories as may be determined and approved by appropriate resolutions of the Board from time to time. Funds shall be withdrawn only upon checks and demands for money signed by two of the four officers. Fidelity bonds as required by the DECLARATION shall be required of all signatories on any accounts of the Association. No amount in any fund should exceed the limits insuring those funds.

9.5 **Application of Payments and Commingling of Funds**. All sums collected by the Association from Assessments may be commingled in a single fund or divided into more than one fund, as determined by the Board so long as the insured limits for that fund(s) are not exceeded.

9.6 **Accounting Records and Reports**. The Association shall maintain accounting records according to good accounting practices. The records shall be open to inspection by Owners, at reasonable times. The records shall include, but not be limited to, a record of all receipts and expenditures. The Board must have the records of the Association reviewed or audited annually by an independent accountant, and a copy of such review or audit shall be made available to each Owner, upon written request to the Association.

10. **PARLIAMENTARY RULES**. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the DECLARATION, the CHARTER or these BYLAWS.

11. **AMENDMENTS** Except as otherwise provided, these BYLAWS may be amended in the following manner:

11.1 **Notice**. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered. All notices of the Board must comply with Section 7.5 of these BYLAWS.

11.2 **Initiation**. A resolution to amend these BYLAWS may be proposed by any Director.

11.3 **Adoption of Amendment**. A resolution for the adoption of the proposed amendment shall be adopted either by a positive vote of six (6) MEMBERS of the BOARD or by a majority of the Members voting with a minimum of five hundred (500) positive (yes) votes. Any amendment approved by the Members may provide that the Board may not further amend, modify or repeal such amendment.

11.4 **Limitations on Amendments**. No amendment shall make any changes in the qualification for membership or in the voting rights of Members without approval by a majority of the Members. No amendment shall be made that is in conflict with the DECLARATION or the CHARTER.

11.5 **Execution and Recording**. No modification of, or amendment to, these BYLAWS shall be valid unless recorded

in the public records of each county in which the Subject Property is located.

12. **RULES AND REGULATIONS** The Board may, from time to time, adopt, or amend previously adopted, Rules and Regulations concerning the use of the Common Properties and concerning the use, operation and maintenance of other portions of the Subject Property in order to further implement and carry out the intent of the DECLARATION, the CHARTER, and these BYLAWS. The Board shall make available to any Member, upon request, a copy of the Rules and Regulations adopted from time to time by the Board.

13. **MISCELLANEOUS**.

13.1 **Tenses and Genders**. The use of any gender or of any tense in these BYLAWS shall refer to all genders or to all tenses, wherever the context so requires

13.2 **Partial Invalidity**. Should any of the provision hereof be void or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

13.3 **Conflicts**. In the event of any conflict, any applicable Tennessee statute, the DECLARATION, the CHARTER, these BYLAWS and the Rules and Regulations of the Association shall govern, in that order.

13.4 **Captions**. Captions are inserted herein only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these BYLAWS or the intent of any provisions hereof.

13.5 **Waiver of Objections**. The failure of the Board or any officers of the Association to comply with any terms and provision of the DECLARATION, the CHARTER, or these BYLAWS that related to time limitations shall not, in and of itself, invalidate the act done or performed. Any such defect shall be waived if it is not objected to by a Member of the Association within thirty (30) days after the Member is notified, or becomes aware, of the defect. Furthermore, if such defect occurs at a general or special meeting, the defect shall be waived as to all Members who received notice of the meeting and failed to object to such defect at the meeting.

END