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SECRETARY OF STATE  
MAY 21 1987

REVISED BYLAWS

OF

BK 1219 FG 271

THE SECRETARY OF STATE  
CHENOWETH ASSOCIATION, INC.

These are the Bylaws of Chenoweth Association, Inc. (the "Association"), incorporated under the laws of the State of Tennessee on June 17, 1987, the Charter of which was filed in the office of the Secretary of State of Tennessee on June 17, 1987. The Amended and Restated Charter of the Association was filed in the office of the Secretary of State of Tennessee on \_\_\_\_\_, 1997<sup>4</sup> and is of record in that office under Document No. \_\_\_\_\_ and is also of record in the Williamson County, Register's Office in Book \_\_\_\_\_, page \_\_\_\_\_. The Association has been organized for the purpose of administering the Declaration of Covenants, Conditions and Restrictions (the "Declaration"), as amended from time to time, for the residential properties in Chenoweth Subdivision in Williamson County, Tennessee.

SECTION 1. MEETINGS

1.1 Annual Meeting. The annual meeting of the members shall be held during the month of March at a time designated by the Board of Directors.

1.2 Special Meetings. Special meetings of the members may be called (a) at any time by the Board of Directors or (b) by members holding in the aggregate one-fifth (1/5) of the voting

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power of all members. The Secretary shall call a special meeting to be held at a time fixed by the Secretary, but not less than ten days nor more than thirty-five days after the Secretary shall have received (a) a written request from the Board of Directors or (b) a petition signed by members holding in the aggregate twenty percent (20%) of the voting power of all members. If the Secretary neglects or refuses to issue such call, then the call may be issued by (a) any Director or (b) any member who signed the petition.

1.3 Place of Meetings. Meetings of the members shall be held at Chenoweth Homeowner's Clubhouse, located at 9405 Chesapeake Dr., Brentwood, Williamson County, Tennessee, unless the Board of Directors by resolution designates a different place for the meeting, in which case the meeting shall be held at the place thus designated.

1.4 Notice of Meetings. The Secretary shall cause written notice of the time and place of each annual meeting of the members to be delivered, either personally or by mail, to the members entitled to vote not less than ten (10) nor more than thirty-five (35) days before the date of the meeting.

1.5 Waiver of Notice. The attendance of any member at any meeting or members without protesting the lack of proper notice shall constitute a waiver of such notice.

1.6 Quorum. Members holding twenty percent (20%) of the votes entitled to be cast on the matter to be voted upon represented in person or by proxy shall constitute a quorum at a

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meeting of members, unless a greater number of members is required by the Declaration or Charter.

§1.7 Action without Meeting. Any action required or permitted to be taken at any meeting of the members entitled to vote may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, is signed by all members entitled to vote and such written consent is filed with the minutes of proceedings of the members entitled to vote.

SECTION 2. BOARD OF DIRECTORS

2.1 Numbers and Election. The affairs of the Association shall be managed by a Board of four Directors. The terms of the directors shall be for staggered two (2) years periods as further provided in Section 2.3. The Board of Directors shall be elected at the annual meeting by the members entitled to vote, or if not so elected, at a special meeting of members entitled to vote called for that purpose.

2.2 Initial Directors. The first four Directors are Cynthia W. Eller, Anthony Marble, Don Bergstrom, and Dave Fowler. These Directors shall serve at least until April 1, 1994, unless they resign or die.

2.3 Term of Office. The terms of the Directors shall be for two (2) years and shall be staggered. Two of the four directors shall be elected at each annual meeting of the members. Two directors shall be elected at the March, 1994 meeting of members.

In order to provide continuity in the operations of the Association two of the initial directors, Anthony Marble and Dave Fowler, shall hold office until April 1, 1995, and thereafter the positions held by these Directors shall be for the standard two year term.

A Director shall hold office for his term (unless removed as provided in Section 2.5) until his successor is elected and has accepted the election by either: (a) an acceptance in writing; or, (b) being present and acting as a Director at either a regular or special meeting of the Board of Directors.

2.4 Vacancies. The office of a Director shall become vacant if he dies or resigns by a writing signed by him and delivered to the Association. Any vacancy in the Board of Directors may be filled for the unexpired term by a vote of the members as provided in Section 2.1.

2.5 Removal of Directors. A Director may be removed at any annual meeting of the Shareholders or any special meeting called for that purpose. A Director can be removed upon the affirmative vote of thirty percent (30%) of the members entitled to cast a vote either represented in person or by proxy. The remaining term of a removed director shall be filled as provided in Section 2.1.

2.6 Meetings. A regular meeting of the Board of Directors shall be held immediately after the annual meeting of the members or any special meeting of members at which a Board of Directors is elected. Special meetings of the Board of Directors may be called by the President or by any two Directors.

2.7 Notice-Waiver. Notice of the time and place of each meeting of Directors, except the regular meeting, shall be served upon or telephoned to each Director at least twenty-four hours, or mailed to each Director at his address as shown by the book of the Association at least forty-eight hours, prior to the time of the meeting. Notice of any meeting of Directors may be waived either before or after the meeting by any Director. The attendance of any Director at any meeting of directors without protesting the lack of proper notice shall be deemed to be a waiver of notice of that meeting.

2.8 Quorum. A quorum at Directors' meetings shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except where approval by a greater number of Directors is required by the Declaration, Charter, or these Bylaws. If, at any meeting of the Board of Directors, less than a quorum is present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for the purpose of determining a quorum.

2.9 Deadlock. In the event that the Directors are deadlocked (voting 2-2) on an issue before the Board, the Directors shall call

a special meeting of the members to resolve the issue. Provided that a "quorum" is established, the issue shall be decided by majority vote of those members present or voting by proxy.

2.10 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent thereto in writing, setting forth the action so taken, is signed by all members of the Board of Directors and such written consent is filed with the minutes of proceedings of the Board of Directors.

2.11 Powers. The Board of Directors shall have power to:

(a) Exercise for the Association all powers, duties and authority vested in or delegated to the Association by law or the Declaration, unless the power, duty or authority is reserved to the membership by other provisions of these Bylaws, the Charter or the Declaration; and

(b) Employ a manager, independent contractor or other employees as they deem necessary, and to prescribe their duties. No agreement for professional management shall exceed three years and must provide for termination by either party without notice and without payment of a termination fee on no more than ninety days written notice.

2.12 Duties. It shall be the duty of the Board of Directors to:

(a) Fix the annual assessments at an amount sufficient to meet the obligations imposed by the Declaration but not in an amount which exceeds the limits set forth in the Declaration, set

the date(s) assessments are due, and decide what late fee is to be applied to assessments which remain unpaid after the due date;

(b) Provide for the collection of an amount equal to two months' assessments from each lot owner at the time a residence is completed and ready for permanent occupancy by the lot owner. The amount collected shall not be deemed the payment of the first two months' assessments but shall be considered a working capital fund for the Association and deposited in the Capital Replacement Reserve Account defined in Section 6;

(c) Send written notice of each assessment to every lot owner subject to assessment at least thirty days in advance of the due date of the annual assessment or first installment thereof;

(d) Furnish upon demand by any lot owner a certificate signed by an officer of the Association setting forth whether the assessments on a specified lot have been paid, for which reasonable charge may be made;

(e) Prepare an annual budget, including a capital budget which shall take into account the number and nature of replaceable assets, the expected life of each asset, and the expected repair or replacement cost;

(f) Establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the improvements to the common areas, to be maintained out of annual assessments;

(g) Manage, operate and maintain the common areas, open spaces, entranceways, streets, crosswalks, sidewalks, medians, storm drains, basins, and recreational areas and facilities;

(h) Adopt and publish rules and regulations, including fees, if any, governing the use of the common area and facilities, and enforce these rules and regulations;

(i) Procure and maintain adequate liability and hazard insurance on property owned by the Association. The comprehensive general liability policy shall be in a single limit amount of not less than \$1,000,000.00 insuring against bodily injury or property damages. The property shall be insured for its full replacement costs. The insurance coverage with respect to the common area shall be written in the name of, and the proceeds shall be payable to, the Association. Insurance proceeds shall be used by the Association for the repair or replacement of the property for which the insurance was carried. The policies shall provide for at least ten days' written notice to the Association before the insurer can cancel or substantially modify them;

(j) Procure and maintain blanket fidelity bonds for any persons who either handle or are responsible for funds held or administered by the Association, whether or not those persons receive compensation for their services. The bonds shall name the Association as an obligee. The bonds must provide for ten days written notice to the Association before they can be cancelled or substantially modified;

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(k) Make available for inspection, upon request and during normal business hours or under other reasonable circumstances, to any lot owner or to a holder, insurer or guarantor of a first mortgage or deed of trust on any lot current copies of the Declaration, these Bylaws, any rules and regulations, and the books, records and financial statements of the Association; and

(1) Furnish, upon written request, to a holder, insurer or guarantor of a first mortgage or deed of trust on any lot the financial statement for the immediately preceding fiscal year.

### SECTION 3. OFFICERS

3.1 Officers. The Association shall have a President, a Secretary and a Treasurer, and may have one or more Vice-Presidents, all of whom shall be elected by the Board of Directors. The Association may also have such assistant officers as the Board of Directors may deem necessary, all of whom shall be elected by the Board of Directors or chosen by an officer or officers designated by it. Any two or more offices may be held by the same person except the office of President and Secretary.

3.2 President. The President shall:

(a) Have general charge and authority over the business and affairs of the Association subject to the direction of the Board of Directors;

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(b) Have authority to preside at all meetings of the members and of the Board of Directors;

(c) Have authority acting alone, except as otherwise directed by the Board of Directors, to sign and deliver any document on behalf of the Association; and

(d) Have such other powers and duties as the Board of Directors may assign to him or her.

3.3 Vice President. The Vice President, or if there is more than one Vice President, the Vice Presidents in the order of their seniority by designation (or if not designated, in the order of their seniority by election) shall perform the duties of the President in his/her absence. The Vice President shall have such other powers and duties as the Board of Directors or the President may assign to him/her.

3.4 Secretary. The Secretary shall:

(a) Issue notices of all meetings for which notice is required to be given;

(b) Keep the minutes of all meetings and have charge of the corporate record books; and

(c) Have such other duties and powers as the Board of Directors or the President may assign to him/her.

3.5 Treasurer. The Treasurer shall:

(a) Have the custody of all funds and securities of the Association;

(b) Keep adequate and current accounts of the Association's affairs and transactions; and

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(c) Have such other duties and powers as the Board of Directors or the President may assign to him/her.

3.6 Other Officers. Other officers and agents of the Association shall have such authority and perform such duties in the management of the Association as the Board of Directors or the President may assign to them.

3.7 Removal of Officers. An officer may be removed at any meeting of the Directors or any special meeting called for that purpose. An officer can be removed upon the affirmative vote of majority of the Board of Directors.

SECTION 4. COMMITTEES

4.1 Landscaping and Maintenance Committee. The Board of Directors shall appoint one director as the chairman of the Landscaping and Maintenance Committee. The chairman shall have the authority to select committee members, subject to the approval of the Board. The Maintenance Committee shall recommend to the Board of Directors rules pertaining to maintenance of property of the Association. The Committee shall perform such other functions as the Board determines.

4.2 Finance Committee. The Board of Directors shall appoint one director as the chairman of the Finance Committee. The chairman shall have the authority to select committee members, subject to the approval of the Board. The Finance Committee shall recommend to the Board of Directors an annual budget including a

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capital replacement and reserve fund for the operation of the Association. The Committee shall perform such other functions as the Board determines.

4.3 Pool and Recreational Committee. The Board of Directors shall appoint one director as the chairman of the Pool and Recreational Committee. The chairman shall have the authority to select committee members, subject to the approval of the Board. The Pool and Recreational Committee shall recommend to the Board of Directors rules pertaining to operation and maintenance of the pool and recreational facilities of the Association. The Committee shall perform such other functions as the Board determines.

4.4 Architectural Review Committee. The Board of Directors shall appoint one director as the chairman of the Architectural Review Committee. The chairman shall have the authority to select committee members, subject to the approval of the Board. The Architectural Review Committee shall review and approve all landscaping and construction plans, all as more fully provided in Article VI of the Declaration. The Committee shall perform such other functions as the Board determines.

4.5 Other Committees. The Board of Directors may authorize and appoint such other committees as it deems desirable.

4.6 Committee Duties. Each committee shall receive comments from the members of the Association on any matters involving Association activities within its field of responsibility. The committee shall dispose of such comments as it deems appropriate

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 Association  
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SECTION 5. ASSESSMENTS

5.1 Definitions. As used in these Bylaws the following terms shall have the following meanings:

(a) "Assessment" shall mean the amount of the annual or monthly assessment levied on each lot from time to time by the Board of Directors.

(b) "Special Assessment" shall mean the special assessment for capital improvements.

(c) "Payment Date(s)" shall mean the dates set for payment of any assessment by the Board of Directors.

5.2 Payment of Annual Assessments. Assessments shall be payable with respect to each lot as follows:

(a) Assessments shall be payable in advance on the Payment Date(s).

(b) When a lot is transferred, the amount of the Assessment for that calendar year or month shall be prorated, and the purchaser shall be liable for Assessments only for the portion of the calendar year or month beginning on the first day of the month next following the date on which title is transferred.

(c) No member shall be entitled to a refund of any Assessment upon the sale of a lot.

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5.3 Payment of Special Assessments; Increase of Annual Assessments.

The Board of Directors may not (i) levy Special Assessments or (ii) increase Annual Assessments by more than 10% of the preceding year's maximum assessment without an affirmative vote of two-thirds of the members who are voting in person or by proxy at a special meeting duly called for this purpose. Written notice of a special meeting called for either of these purposes shall be sent to all members not less than 30 days nor more than 60 days in advance of the meeting. At the first such meeting called, the presence of members or proxies entitled to cast 60% of all the votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than 60 days following the preceding meeting. Special Assessments shall be payable with respect to each lot containing a completed dwelling which has been sold by the builder thereof as follows:

(a) Special Assessments shall be payable within 30 days of the date of the special meeting at which the Special Assessment was levied.

(b) No member shall be entitled to a refund of any Special Assessment upon the sale of a lot.

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SECTION 6. CAPITAL EXPENDITURES

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Definitions. As used in these Bylaws the following terms shall have the following meanings:

(a) "Capital Replacement Reserve Account" shall mean the account established from the collection of two months assessments as established in Section 2.12 of these Bylaws and Article IV, Section 9 of the Declaration.

(b) "Major Expenditure" shall mean the expenditure of funds from the Capital Replacement Reserve Account for the construction of new amenities or the expansion of the existing amenities. Normal repair and replacement of the existing amenities or repairs and replacements covered by insurance shall not constitute a Major Expenditure.

6.2 Procedure. (a) In the event the Association desires to make a Major Expenditure, The Board of Directors shall establish and appoint a committee to study the proposed Major Expenditure. The committee shall be composed of the President of the Association, the chairpersons of the Committees established in Sections 4.1-4.4, and such other persons as the Board may select. The committee shall study the proposal and present its findings to the Board of Directors.

(b) The Board of Directors, after reviewing the committee report, shall decide whether or not to approve the Major Expenditure. If the Board approves the Major Expenditure, the Board shall call a special meeting of the members. If a quorum of the members are present at the special meeting, either in person

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Or by proxy, the vote of a majority of those members present shall  
be required to approve the Major Expenditure.

HENRY D. BARNWELL  
SECRETARY OF STATE

SECTION 7. AMENDMENTS

7.1 Amendments. The Bylaws of the Association may be amended from time to time by a majority of the Members at the annual meeting or a special meeting called for that purpose, provided a quorum is present at the meeting.

Adopted this the 1<sup>st</sup> day of July,  
1994

BY: Judy Hoppe  
Judy Hoppe, Director

BY: Anthony Marble  
Anthony Marble, Director

BY: Henry G. Hurd Jr  
HENRY G. HURD JR, Director

BY: Dave Fowler  
Dave Fowler, Director

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CERTIFICATE

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Pursuant to the provisions of the Tennessee Code Annotated, Section 48-60-105 and 48-60-106, the undersigned certifies as follows:

1. The Amended and Restated Charter contains an amendment to the Charter requiring approval by the members.
2. This Amendment was duly adopted by the members.
3. The date of the Amendment's adoption is July 1, 1994
4. This Amendment does not require the approval of some person or persons, other than the members, the Board or the Incorporators.

This certificate is executed on this 1 day of July, 1994.

David H. Fowle  
President

Anthony W. Marble  
Secretary

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State of Tennessee, County of WILLIAMSON  
Received for record the 01 day of  
AUGUST 1994 at 2:32 PM. (RECH 107324)  
Recorded in official records  
Book 1219 Page 271- 287  
Notebook 53 Page 241  
State Tax \$ .00 Clerks Fee \$ .00,  
Recording \$ 68.00, Total \$ 68.00,  
Register of Deeds SADIE WADE  
Deputy Register ANGELA WAY

\$

THIS INSTRUMENT PREPARED BY:  
Douglas A. Brace, Reg. #3485  
ORTALE, KELLEY, HERBERT & CRAWFORD, LLP  
200 Fourth Avenue North  
Nashville, TN 37219-8985

**FIRST AMENDMENT  
TO REVISED BY-LAWS OF  
CHENOWETH ASSOCIATION, INC.**

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**THIS SECOND AMENDMENT** to the By-Laws of Chenoweth Association, Inc. (the "Association") is made as of the effective dates stated herein by a vote of a majority of the members at a meeting of the Association.

**WITNESSETH:**

**WHEREAS**, the Revised By-Laws of Chenoweth Association, Inc. (the "Revised By-Laws") are of record in Book 1219, page 271, Register's Office for Williamson County, Tennessee; and

**WHEREAS**, the Revised By-Laws can be amended by a vote of a majority of the members of the Association provided a quorum is present at a special or annual meeting in accordance with paragraph 7.2 of the Revised By-Laws; and

**WHEREAS**, on October 10, 1994, at an annual meeting of the members of the Association at which a quorum was present, a majority of the members present voted to increase the number of members of the Board for the Association from four (4) members to five (5) members; and

**WHEREAS**, by oversight, a formal amendment of this increase in board members was never accomplished; however, thereafter the membership elected five (5) members to the Board of Directors; and

**WHEREAS**, on March 14, 1999, at an annual meeting of the members of the Association at which a quorum was present, a majority of the members present voted to increase the number of members of the Board of Directors for the Association from five (5) members to seven (7) members; and

**WHEREAS**, by oversight, a formal amendment of this increase in board members was never accomplished; however, thereafter the membership elected seven (7) members to the Board of Directors; and

**WHEREAS**, the Association wishes to properly document these actions by this First Amendment to the Revised By-Laws as set forth below.

**NOW, THEREFORE**, the Revised By-Laws are amended as follows:

1. As of October 10, 1999, paragraph 2.1 of the Revised By-Laws is amended to increase the number of members of the Board of Directors from four (4) members to five (5) members.
2. As of March 14, 1999, paragraph 2.1 of the Revised By-Laws is amended to increase the number of members of the Board of Directors from five (5) members to seven (7) members.
3. All other terms and conditions of the Revised By-Laws not otherwise modified or changed herein, are ratified and remain in full force and effect.

**IN WITNESS WHEREOF**, this Amendment to the Revised By-Laws is hereby adopted in accordance with the terms thereof, effective as above stated.

**CHENOWETH ASSOCIATION, INC.**

By: *Laura Deagan*  
 Its: *President*

STATE OF TENNESSEE ]  
 COUNTY OF *Williamson* ]

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared *Laura Deagan* with whom I am personally acquainted and who, upon oath, acknowledged her self to be president of **Chenoweth Association, Inc.**, a Tennessee not-for-profit corporation, and that as said president, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by her self as president.

**WITNESS** my hand and seal at Nashville, Tennessee, this *22nd* day of <sup>*May*</sup>~~April~~, 2002.

*Judy Evans*  
 NOTARY PUBLIC

My commission expires: *10-25-2003*

State of Tennessee, County of WILLIAMSON  
Received for record the 03 day of  
JUNE 2002 at 10:07 AM. (REC# 477557)  
Recorded in official records  
Book 2465 pages 474- 476  
Notebook 69 Page 227  
State Tax \$ .00 Clerks Fee \$ .00,  
Recording \$ 17.00, Total \$ 17.00,  
Register of Deeds SADIE WADE  
Deputy Register KAREN OWENS

**AFFIDAVIT AND CERTIFICATE  
OF FIRST AMENDMENT TO  
REVISED BY-LAWS OF  
CHENOWETH ASSOCIATION, INC.**

STATE OF TENNESSEE ]  
COUNTY OF Williamson ]

The undersigned does hereby make oath and certify that he/she is the duly appointed and acting secretary of Chenoweth Association, Inc., and as such secretary, having reviewed the records of the Association does hereby certify that the foregoing resolutions were approved by a majority of the members of the Association at annual meetings at which a quorum was present and, therefore, constitute valid amendments to the Revised By-Laws.

WITNESS MY HAND this \_\_\_\_ day of April, 2002.

Patsy Marcum  
Secretary

STATE OF TENNESSEE ]  
COUNTY OF Williamson ]

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Patsy Marcum with whom I am personally acquainted and who, upon oath, acknowledged her self to be secretary of **Chenoweth Association, Inc.**, a Tennessee not-for-profit corporation, and that as secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by her self as secretary.

WITNESS my hand and seal at Brentwood, Tennessee, this 22nd day of ~~April~~, 2002.

May

Judith Evans  
NOTARY PUBLIC

My commission expires: 10-25-2003