

## BYLAWS

### ROCKWELL FARM HOMEOWNERS' ASSOCIATION, INC.

#### ARTICLE I NAME AND LOCATION

These are the bylaws of ROCKWELL FARM HOMEOWNERS' ASSOCIATION, INC., a non-profit corporation organized under the laws of the State of Tennessee (**hereafter the "Association"**), the Charter of which was filed in the Office of the Secretary of the State of Tennessee on the 16<sup>th</sup> day of April, 1998 (**the "Charter"**). The Association has been organized for the purpose of administering the operations and management of facilities for the use and benefit of owners in **Rockwell Farm Subdivision (the "Project")** established upon property located in Knox County, Tennessee which is more particularly described in Instrument no. 82295 WB 2289 in the Office of the Register of Deeds for Knox County, Tennessee (**the "Declaration"**). The definitions, terms, and provisions of the Declaration and Charter are incorporated herein by reference and shall be controlling whenever the same may be in conflict with these Bylaws. All present or future owners, tenants or future tenants any other person that might use the Project are subject to the regulations set forth in these Bylaws and in said Charter of this Association.

#### ARTICLE II MEETING OF MEMBERS

**Section 1. Membership** Every person or entity who is owner of record of a fee interest in any lot of the Property shall be a Member (as defined in the Declaration) of the Association, subject to and bound by the Declaration and the Association's Charter, the Bylaws of the Association, and such rules and regulations as may be adopted by the Association. When any lot is owner of record in any form of joint membership, the membership as to such lot shall be joint and the rights of such membership (including the voting power arising therefrom) shall be exercised only as stipulated in Section 2 below.

**Section 2. Voting and Voting Rights** The voting rights of the membership shall be appurtenant to the ownership of the lot. The owner of each lot shall be entitled to one (1) vote. When two (2) or more persons hold an interest in any lots as owners thereof, all such persons shall be Members. The vote for such lot shall be exercised by one (1) of such persons as proxy or nominee for all persons holding an interest as owners in the lot and in no event shall more than one vote be cast with respect to any lot.

**Section 3. Method of Voting.** Members shall vote in person or by proxy executed in writing by the Member. No proxy shall be valid after eleven (11) months from the date of its execution or upon conveyance by the Member of his lot. No proxy shall be valid unless promulgated by the Board of Directors as an official proxy. A corporate Member's vote shall be cast by the President of the Member Corporation or by any other officer or proxy appointed by the President or designated by the Board of Directors of such corporation. Voting on all matters except the election of directors shall be by voice or show of hands unless the Members holding a majority of the voting power present at the meeting shall, prior to voting on any matter, demand a ballot vote in that particular matter. Where directors or officers are to be elected by the Members, the official solicitation of proxies for such elections may be conducted by mail.

**Section 4. Annual Meetings.** Each regular annual meeting of the Members shall be held, in the month of October of each year, at such date, time and place as may be fixed by the Board of Directors.

**Section 5. Special Meetings.** Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth of all the votes of the membership.

**Section 6. Notice of Meetings.** Written notice of each meeting shall be given by or at the direction of the Secretary or person authorized to call the meeting by mailing a copy of such notice, postage prepaid no less than ten (10) days nor more than two (2) months before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice, or personally delivered to such Member within said time. Such notice shall specify the time, place, day and hour of the setting and in the case of a special meeting, the purpose of the meeting. Proof of such mailing shall be given by the Affidavit of the person giving the notice. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver shall be filed in the records of the Association.

**Section 7. Quorum.** The presence at the meeting of the Members entitled to cast or proxies entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Charter, the Declaration, or by these Bylaws. If, however, such quorum shall not be present or represented, at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum as aforesaid shall be present or represented. Except where otherwise required under the provisions of the Charter or these Bylaws, or where the same may otherwise be required by law, the affirmative vote of the majority of the Members represented at any duly called Members' meeting at which a quorum is present shall be binding upon the Members.

**Section 8. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written ballot as follows. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at the meeting, authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total numbers of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall (i) indicate the number of responses needed to meet the quorum requirements, (ii) state the percentage of approvals necessary to approve such matter other than the election of directors, and (iii) specify the time by which a ballot must be received by the Association in order to be counted. A written ballot may not be revoked.

### **ARTICLE III**

#### **BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE; ELECTION**

**Section 1. Number.** The affairs of the Association shall be managed by a Board of five (5) directors who need be Members of the Association. The number of directors may hereafter be fixed from time to time by the affirmative vote of the entire Board or by amendment of these Bylaws; provided, however, that the number of directors shall never be less than three (3).

**Section 2. Term of Office.** At the first annual meeting, the Members shall elect three (3) directors for a term of two (2) years and two (2) directors for a term of one (1) year. At each annual meeting thereafter, the Members will elect two (2) directors for a term of one (1) year, and other directors as required to maintain a Board of five (5) directors.

**Section. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. In no event shall more than one Member per household hold a position on the Board.

**Section 4. Removal.** Any director may be removed from the Board, with or without cause, by majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board and shall serve the unexpired term of the predecessor.

**Section 5. Compensation.** No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

**Section 6. Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

#### **ARTICLE IV MEETINGS OF DIRECTORS**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly without notice at such a place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

**Section 2. Special Meetings.** Special meetings of the Board shall be held when called by any director.

**Section 3. Notice of Special Meetings.** Written notice of each special meeting of the Board shall be given by or at the direction of the Secretary by mailing a copy of such notice postage prepaid no less than seven (7) days before such meeting to each director, addressed to the director's address last appearing on the books of the Association, or supplied by such director to the Association for the purpose of notice, or personally delivered to such director within said time. Such notice shall specify the purpose, place, day and hour of the setting of the special meeting. Any director may, by written waiver of notice signed by such director, waive such notice, and such waived shall be filed in the records of the Association.

**Section 4. Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly called meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE V**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the power to do the following:

- (a) Adopt and publish rules and regulations governing the use of the Common Areas, as defined in the Declaration, and facilities, and the personal conduct of the Members and guests thereon and establish penalties for the infraction of such rules and regulations;
- (b) Enforce the provisions of the Declaration concerning default in the payment of any assessments levied by the Association, and infractions of published rules and regulations;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Charter, or the Declaration;
- (d) Declare the office of a member of the Board of Directors to be vacant in the event such member be absent from three (3) consecutive regular meetings of the Board of Directors;
- (e) Employ a manager, an independent contractor, or other such employees as they deem necessary and prescribe their duties.;
- (f) Make and amend rules and regulations governing the use of property, real and personal, owner and operated by the Association for the use and benefit of the owners, so long as such rules and regulations and limitations which may be placed upon the use of such property do not conflict with the terms of the Declaration and Charter
- (g) Acquire, operate, lease, manage, and otherwise trade and deal with property, real and personal, as may be necessary or convenient in the operations and management of the development and the Common Area and in accomplishing the purposes set forth in the Declaration and Charter.
- (h) Enforce by legal means the provisions of the Declaration, Charter, and Bylaws, and the regulations hereinafter promulgated governing the use of the Property and facilities;
- (i) Pay all taxes and assessments which are liens against any part of the Property and to assess the same against the Members and their respective lots;
- (j) Pay all costs of power, water, sewer, and other utility services, if any, rendered to the Common Areas;
- (k) Pay all costs which may be necessary for the maintenance, well being, and improvement of the Property; and
- (l) Borrow money for any legitimate purposes, which may be necessary for the improvement, maintenance, and well being of the Property.

**Section 2. Duties.** It shall be the duty of the Board of Directors to do the following:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such a statement of requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (b) Supervise all officers, agents, and employees of the Associates, and to see that their duties are properly performed;
- (c) As more fully provided in the Declaration, foreclose the lien against any lot for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on Property owned by the Association as provided in the Declaration;
- (f) Require all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) Cause the Common Areas to be maintained.

## **ARTICLE VI OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, two (2) Vice-Presidents, a Secretary, and a Treasurer and other such officers as the Board may from time to time by resolution create.

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

**Section 3. Compensation.** No officer shall receive any compensation for any service he or she may render to the Association. However, any officer may be reimbursed for actual expenses incurred in the performance of duties.

**Section 4. Term.** The officers of this Association shall be elected annually by the Board and shall hold office for one (1) year unless such officers shall sooner resign or shall be removed or otherwise disqualified to serve.

**Section 5. Special Assignments.** The board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

**Section 6. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignations shall take effect on the day of receipt of such notice or at any later time specified therein, unless otherwise specified therein. The acceptance of such resignation shall be necessary to make it effective.

**Section 7. Vacancies.** A vacancy on office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

**Section 8. Multiple Offices.** No person shall simultaneously hold more than one (1) office.

**Section 9. Duties.** The duties of the offices are as follows:

- (a) **President.** The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments.
- (b) **Vice-Presidents.** The Vice-Presidents shall act in the place and stead of the President and exercise the duties of President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- (c) **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and Members; keep current records showing the Members of the Association together with their addresses; and shall perform such other duties as may be required by the Board.
- (d) **Treasurer.** The Treasurer shall receive and deposit in the appropriate bank accounts all monies of the Association and shall disperse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the association, keep proper books and records of account; cause an annual audit of the Association books to be made by a public accountant within a reasonable time after the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures to be presented to the Members.

## **ARTICLE VII COMMITTEES**

**Section 1. Designation of Committees.** The Board of Directors shall appoint committees as deemed appropriate in carrying out its purposes. Each such committee may exercise the authority granted to it by the Boards' enabling resolution.

**Section 2. Limitation on Committee Powers.** No committee shall have the authority of the Board to attend, alter, or repeal these Bylaws; to elect, appoint, or remove any officer or director of the Association; to amend the Charter of the Association; to restate the Charter of the Association; to adopt a plan of merger or adopt a plan of consolidation with another Association; to authorize the sale, lease, exchange, or mortgage of property and assets of the Association; to authorize the voluntary dissolution of the Association or to revoke proceedings therefore; to adopt a plan for the distribution of assets of the Association; to amend, alter, or repeal any resolution of the Board; or as otherwise may be prohibited by law. Rules governing procedures for meetings of any committee shall be as established by the Board, or in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the directors shall govern

each committee. All committees shall report promptly to the Board and only take such actions as are specifically designated in these Bylaws or in the resolution establishing the committee or setting forth its duties and responsibilities.

### **ARTICLE VIII BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, and subject to notice of five (5) days, be subject to inspection by any Member. The Declaration, the Charter, and the Bylaws of the Association shall be available for inspection by any Member, and copies may be purchased at a reasonable cost.

### **ARTICLE IX ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the lot against which the assessment is made. The Association shall have the powers and remedies for the establishment and collection of assessments set forth in the Declaration. No owner may waive or otherwise escape liability for the assessments provided herein by non-use of the Common Areas or abandonment of his or her lot.

### **ARTICLE X FISCAL MANAGEMENT**

**Section 1. Assessment Roll.** The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each lot. Such accounts shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance of assessments due.

**Section 2. Budget.** The Board shall adopt a budget for each calendar year, which shall contain estimates of the costs of performing the functions of the Association, including but not limited to the following:

- (a) Common Expense Budget, which shall include, without limiting the generality of the foregoing, the estimated amounts necessary for maintenance and operation of Common Areas, landscaping, walkways, office expenses, utility services, casualty insurance, liability insurance, administration, and reserves (operating and replacement)
- (b) Proposed assessments against each owner and the due date of any payments.

Copies of the proposed budget and proposed annual assessment shall be transmitted to each Member at least thirty (30) days prior to the levying of the annual assessment. Delivery of a copy of any budget or amended budget to any Member shall not affect the liability of any Member for any such assessment, nor shall delivery of a copy of such budget or amended budget be considered a condition precedent to the effectiveness of said budget and assessments levied pursuant thereto, and nothing herein contained shall be construed as restricting the right of the Board to at any time in their sole discretion levy any additional assessment in the event that the budget originally adopted appears to be insufficient to pay costs and expenses of operation and management, or in the event of emergencies.

**Section 3. Depository.** The depository of the Association shall be such bank or banks and/or federal savings and loan associations as shall be designated from time to time by the directors and in which the monies of the Association shall be deposited. Withdrawal of monies from such accounts shall be by such persons as are authorized by the directors.

**Section 4. Audit.** An audit of the accounts of the Association may be made annually by a Certified Public Accountant in the discretion of the Board, and, if performed, a copy of the report shall be furnished to each Member, upon written request for a reasonable charge.

## **ARTICLE XI LIMITATION OF LIABILITY; INDEMINIFICATION**

**Section 1. Limitation of Liability.** To the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted or amended, each present and future director or Member of any committee appointed by the Board, shall be immune from suit arising from the conduct of the affairs of the Association.

**Section 2. Indemnification.** The Association shall, to the full extent permitted by the Tennessee Nonprofit Corporation Act, Tennessee Code Annotated Sections 458-51-101 et. seq., indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Board of Directors, officer, employee or volunteer of the Association, or is or was servicing at the request of the Association as a member, trustee, director, officer, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, and the Association may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the Tennessee Nonprofit Corporation Act.

## **ARTICLE XII MISCELLANEOUS**

**Section 1. Amendments.** These bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy. Any notice of a meeting at which these bylaws are to be amended, repealed or modified shall include notice of the proposal action.

**Section 2. No Loans to Directors or Officers.** No loans or advances shall be made by the Association to any of its directors or officers.

**Section 3. Conflict.** In the case of any conflict between the Charter and these Bylaws, the Charter shall control and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

**Section 4. Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year except that the first fiscal year shall begin on the date of incorporation.



**ARTICLE XIII  
CERTIFICATION OF ADOPTION**

Duly adopted at the meeting of the Board of Directors held on the \_\_\_\_\_ day  
of \_\_\_\_\_, 2004.

**ROCKWELL FARM HOMEOWNERS' ASSOCIATION, INC.**

\_\_\_\_\_  
Phil Gray, President

**CERTIFICATION**

I, the undersigned do hereby certify:

That I am Secretary of Rockwell Farm Homeowners' Association, Inc., whose principal  
office is in Knox County, Tennessee; and

That the foregoing Bylaws constitute the bylaws of said corporation, as duly adopted at a  
meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_.

In Witness Whereof, I have hereto subscribed the name of the corporation by signing my  
name thereto as Secretary this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Renee Robinson, Secretary

**SEAL OF NOTARY**

I, the understand do hereby certify:

That the individuals listed above personally appeared before me, and that the instrument  
was signed on this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Debra Hurley, Notary

My Commission Expires: \_\_\_\_\_

**ROCKWELL FARM BOARD OF DIRECTORS MINUTES**  
**MEETING DATE: December 7, 2006**

**Attendees:** David Maguire, Renee Robinson, Kurt Stone, Richard Pierre, Rachel Chenot  
**Members:**

The meeting was called to order by President David Maguire at 7:00pm

**Minutes:**

David asked members to read the minutes from last month and approve them by email.

**Reimbursement:**

Rachel Chenot – 30.36 – fall party supplies

Annette Hartman – 28.00 – fall garage sale advertisement

A motion was made by Renee and seconded by Rich to approve the reimbursements. The motion carried.

**Bylaw Amendment:**

This was the bylaw amendment that would change the mandatory meetings of the board from monthly to quarterly meetings.

There were 25 ballots turned in regarding the proposed bylaw change.

Kurt, Rich, and Renee counted the ballots. All counts matched.

The count read 23 votes for the bylaw amendment change and 2 votes against the bylaw amendment change

David announced that the bylaw amendment passed

**Budget Presentation:**

Renee presented the board with a proposed budget which would reduce the dues to \$260.

This was the same budget the board discussed at the budget workshop.

Renee proposed that the board adopt this budget for the 2007 year. Kurt seconded.

Motion carried. David will prepare and send out the proposed budget information to the neighborhood.

**Next board meeting:**

The next board meeting will be held Friday, January 26<sup>th</sup> at 11am at Abulelos in Turkey Creek.

**Treasury report:**

Renee stated that we have \$53,530.86 total.

**Member open forum:**

Rachel motions to adjourn, Kurt seconded.

Meeting adjourned at 7:32 by David Maguire.

**Rockwell Farm HOA  
Special Members Meeting Minutes  
November 12, 2005, 10:30 Pool House**

10:35 Meeting called to order

See Sign In Sheet Attached

For the purpose of this meeting Cory Gerlach will be acting as Chair.

Purpose of meeting was stated which was to vote on a proposed bylaw change. Item was read:

**Current Bylaw for which announcement has been proposed: Article III. Section 4.**

**Removal.** Any Director may be removed from the Board, with or without cause, by majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining Members of the Board and shall serve the unexpired term of the predecessor.

**Proposed Amendment to Read:** Any Director may be removed from the Board, with or without cause, by majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected at a Special Members Meeting, by a vote of the Members of the Association, in accordance with the bylaws regarding elections of Directors, and such elected Director shall then serve the unexpired term of the predecessor.

1. Ballots were issued to those Members who did not submit proxies.
2. Rick Kalister, Cory Gerlach, and Renee Robinson volunteered to count the proxies and ballots. The proxies were removed from envelopes and recorded as either proxy or ballot received. See attached.
3. It is noted: 22 Members are currently present or represented by proxy at this meeting.
4. Two unrecognized Members entered the meeting and questioned the right of the Association to vote by proxy on this matter. They also questioned the bylaw requirement and stated that we need to have 29 for a quorum. There was much discussion regarding these items. These two Members left the meeting.
5. Even though it was not generally agreed that the assertions were accurate, the remaining Members decided to contact other Members to attend the meeting and cast ballots or proxies, therefore curtailing any further discord.
6. It is noted at this time: 30 Members are currently present or represented by proxy at this meeting, and therefore the votes can be counted without doubt.
7. Proxies and Ballots were tabulated with 30 Members registering votes. 29 Members were for the Amendment. 1 Member was against the Amendment. Amendment Passed.
8. As the vote was affirmative the nomination timeline that had been decided at the last BOD Meeting was announced: Nominations begin immediately and continue until November 21<sup>st</sup>. Proxies and Notices sent out November 22<sup>nd</sup>. Special Election on December 3<sup>rd</sup>. That way, the new Directors can meet with the Board on December 9<sup>th</sup> and we can vote on officers.

9. Meeting Adjourned 11:45 p.m.