

BY-LAWS

WOODRUN PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I

MEMBERS, DUES AND FEES

SECTION 1: REGULAR MEMBERSHIP

A. Active Membership: Shall consist of all owners of residence, camping lots, or anyone in the process of acquiring such property through any other means including but not to tax sales, in Woodrun Subdivision, Hardeman County, Tennessee, (hereafter referred to as Woodrun). Those who have paid the required dues and or fees, and who have been issued gate cards and have been admitted to membership by written notice from the President or Vice President of the Woodrun Property Owners Association Inc. (hereafter referred to as the Association)

B. Membership Restrictions: Membership in the Association shall not be restricted by nationality, race, color or creed. Membership in the Association is subject to the contractual agreements or restrictions contained in the Woodrun Sales Contract and Covenant or Restrictions.

C. Contractual Membership and Requirements: Any sales contract(s) drawn up by existing Association members shall be contingent upon acceptance of the purchaser and/or his family as member(s) of the Association. Sales contracts drawn by real estate brokers or salespersons or by financial institutions or their agents shall be subject to the real estate statues of the State of Tennessee. However, any person(s) who has obtained ownership of Woodrun property from other than an Association member and who is denied Association membership may, at the discretion of the Association's Board of Directors, be eligible for complete or partial refund of dues paid.

D. Date of Membership: All property owners in Woodrun are deemed members of the Association, unless otherwise provided by these bylaws, from the date of purchase, regardless of when the transaction is recorded. Purchasers of lots at tax sales are deemed members, unless otherwise provided by these bylaws, upon the date of auction. If the property is redeemed during the redemption period, dues and fees will be refunded, prorated monthly for the unused time, upon proof of redemption.

E. Termination of rights: Unless otherwise provided by statute, articles of incorporation or these bylaws, the rights and privileges of all classes of members in the Association shall be divested upon termination of membership.

F. Termination of Membership: Membership shall terminate only by sale of lot(s) on which membership was based, or by expulsion for any reason.

SECTION 2: CLASSES OF MEMBERSHIP

A. Active Members: Those members who are current in all fees and dues.

B. Inactive Members: Those members who are more than 30 days delinquent in any fees and dues.

C. Honorary Membership: The Board of Directors may, by resolution, elect such honorary members or create such other classes of membership as deemed appropriate.

SECTION 3: DUES, FEES AND ASSESSMENTS

A. Purpose: Each member of the Association shall be subject to at least one annual dues charge which shall be used for improvement and maintenance of all existing roads, grounds, and buildings owned by the Woodrun property owners, and hereafter referred to as Common Property. Upon approval of the Board of Directors, monies shall be used for new construction and replacement of existing construction and equipment, as deemed necessary. Monies shall also be used for security, promotion and protection of the Association and all Woodrun private and common property as the Board of Directors shall direct, regardless of whether or not the privilege of using said common property areas and facilities is exercised.

B. Dues and Fees:

1. **Dues:** The annual dues charge as recommended by the Board of Directors and approved by the membership, are due and payable by December 31 and will be late if not received in the business office by the close of business January 31. Dues invoices will be mailed not later than November 10. Dues not paid in full by the by the deadline shall incur a 10% late fee and will cause the members' name to be placed in inactive status, resulting in the loss of membership privileges until such time as dues and fees are paid in full. Members may contact the office manager to arrange an installment payment plan.

1a. The dues schedule adopted by the Association shall consist of a 75.0% basic charge plus a 25.0% services and maintenance fee, the total of which shall be levied against each lot owner of record as listed by the Property Assessor of Hardeman County. Multiple lot owners shall be assessed the full 100.0% dues on one lot and an additional 25.0% service and maintenance fee for each

additional lot owned. (This percentage ratio must be reviewed for adjustment by the Board of Directors and reported to the general membership meeting in even-numbered years.) Joint ownership which results in avoidance of dues or assessments provided herein is prohibited, including the use of additionally owned lots on a full-time basis if W.P.O.A. dues are assessed, or paid, at a reduced rate. The initiation fee for a new member shall be the same as annual dues for an active member, or prorated on the basis of 1/12th per month if less than a full year. The annual lot dues can only be increased on odd numbered years.

2. *Assessments*: The Board of Directors may assess the membership additional fees, normally on a one-time basis, which shall be allocated for a specific and unusual requirement. Such assessment shall require the approval of two-thirds of the Board members and a simple majority of the active membership voting in a regularly scheduled meeting, provided at least two (2) weeks' notice is given the membership.

ARTICLE II MEETINGS OF ACTIVE MEMBERS

SECTION 1: MEMBERSHIP MEETINGS

A. Annual Membership Meetings: At least one annual meeting shall be held each year during the month of October. The date and time will be determined by the Board of Directors and announced in a written meeting notice to the membership. For those who opt into electronic notification by signing a written authorization, the Annual Meeting notice and/or Bylaws Change Ballot must be emailed and/or texted, in accordance with their preference, to the member as well as posted on the website, posted in the Clubhouse and other public viewing areas not less than 20 days prior to the meeting date and endorsed by the President or Vice-President. For those who do not opt into electronic notification, the Annual Meeting notice and/or Bylaws Change Ballot must be postmarked not less than ten (10) days prior to the meeting date and signed by the President or Vice President.

B. Purpose of Annual Membership Meeting: The purpose of the Annual Meeting each year shall be for: (1) Election of Directors. If election of Directors is not held for any reason, the Board of Directors shall cause the election to be held at a special membership meeting. (2)

Submit a financial report for the fiscal year and a proposed budget for the coming fiscal year. (3) Approve the minutes of the last Annual Meeting. (4) Report progress and status of existing Association projects to the membership. (5) Act upon such other business that may be properly brought before the membership.

C. Unless otherwise specified in these By-Laws, Roberts Rules of Order will govern all meetings of the Association.

D. Special Meetings of the Membership

a. The Association shall hold a special meeting of members: (1) on call of the Board of Directors, (2) if the holders of at least 10.0% of all the votes entitled to be cast, on any issue proposed to be considered at such special meeting, sign, date and deliver to the recording secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

b. Any member contemplating a special meeting shall request a listing, from the secretary, of eligible voters. The day of the listing shall become the record date for determining the members entitled to demand a special meeting.

c. The Board will give notice of the meeting within thirty (30) days from the date of a qualified demand is received by the secretary.

d. Only business within the purpose, or purposes, described in the meeting notice may be conducted at a special meeting of members.

SECTION 2: MEMBERSHIP VOTING AND QUORUM

A. Membership Voting: . 1. Active members in good standing shall have one (1) vote for full current membership dues previously paid. For those who do not opt into Electronic Voting, votes may be cast in person or by absentee ballot on the form mailed notifying the membership of an Annual Meeting and/or proposed bylaws change. These ballots must be signed by the lot owner, showing the lot number(s) and be received at the address shown on the ballot at least one day before the applicable meeting. Ballots are to be turned over to the Election Committee unopened at the meeting. The Election Committee, appointed by the President at that meeting, shall be composed of four (4) non-Board members not slated for nomination.

2. If the Board makes a secure Electronic Voting option available, active members in good standing who choose to opt into electronic balloting may cast their ballot using

the electronic voting link sent to their email or cell phone that have been registered with the Association Office at the time they opted into electronic balloting.

3. Ballot results will be announced at the Annual and/or any other applicable meetings and sent out via email and text as well as posted to the website.

4. All members are required to maintain up to date mailing information with the Association Office. Members who opt into electronic balloting will be responsible for maintaining up to date email and/or cell phone information with the Association Office. Failure to maintain up to date contact information could result in failure to receive communications from the Association including meeting dates and changes, election information and bylaws changes.

B. Membership Quorum: Unless otherwise provided by Statute, Articles of Incorporation or these By-Laws, the active paid-up members, present or voting by signed absentee form, shall constitute a quorum.

C. Presiding Officers: The Association President or, in his absence, the Vice-President or a designated Director shall preside over all meetings. In the absence of all the persons indicated, any Director of the Association may act as temporary chairperson and call for the election of a presiding officer by nomination and a majority vote of active members present.

SECTION 3: BOARD COMPENSATION

A. Director Compensation: No director shall receive pay or other compensation for services rendered to the Association as part of the duties assumed as director, neither can directors hold any paid position for Woodrun outside of the duties assumed as director.

B. Expense Reimbursement: Directors will be reimbursed for out-of-pocket expenses incurred on behalf of the Association, upon presentation of acceptable authority and proper documentation. Directors will be paid transportation expenses specifically authorized and incurred on behalf of the Association at a rate established by the Board of Directors each January.

ARTICLE III DIRECTORS

SECTION 1: BOARD OF DIRECTORS

A. Board Requirements: The Woodrun property and business of the Association shall be managed by its Board of Directors, consisting of not less than six (6) nor more than fifteen (15) members. All Directors shall be of legal

age and citizens of the United States of America and at least one third (1/3) shall be residents of the State of Tennessee. Each Director shall be an active member of the Association throughout the term. Only one (1) active member of jointly owned property is eligible for Board consideration.

B. Board Selection and Term of Directors

1. Board Selection: A nominating committee, consisting of two (2) active Board members and two (2) active non-Board members of the Association, shall be appointed by the Board President by May 15th of each year. The four (4) members selected shall not be related by marriage, and be composed of both building lot and camping lot owners. Three (3) committee members shall be considered a quorum. The committee will select its own chairperson who will call meetings as required to ensure that a slate of candidates is developed. The recommended slate of candidates shall be submitted by the chairperson, to the membership, at the direction of the presiding officer during the first general membership meeting of the calendar year or any adjournment thereof.

1b. A request must be issued by June 1; that anyone eligible, who desires to be nominated to the Board of Directors, must submit, or have submitted a letter with their qualifications to the Nominating Committee through the Woodrun office by July 1st.

2. Board Term of Directors: Directors shall be elected for a three (3) year term with no more than (3) consecutive (3) year terms with a mandatory 1-year absence. One third (1/3) shall be elected each year and shall take office on the date of their election. Any change in the number of directors shall be prorated over the full three (3) year cycle.

C. Board Changes, Vacancies and Appointments

1. Change in Number of Directors: The number of Directors may be increased or decreased by a majority vote of the Directors then in office. The number of Directors must still comply with ARTICLE III, Section 1.a.

2. Board Vacancies and Appointments

a. Vacancies Other Than By Removal: Vacancy may occur on the Board of Directors by illness, death, resignation, abandonment of position or similar reasons, or by an increase in the number of Directors by Board action, or whenever the active members fail to elect an eligible slate of directors.

b. Board Vacancies by Removal: A Director of the Board may be suspended as a Director and cease to function thereafter by a vote of $\frac{3}{4}$ of all other directors, not including proxy voting, at a called meeting. A removal action item shall then be placed on the agenda of the next duly called meeting of the active membership. Notice of the meeting must state that the purpose or one of the purposes, of the meeting is removal of the director. Removal of the director shall require a majority vote of the active members present and/or voting by absentee ballot.

c. Board Appointment: A vacancy existing for any of the above reasons shall be filled for the remainder of the term by appointment by a majority of the remaining Directors, although less than a quorum. A certificate of appointment, signed by a majority of the Directors, shall be filed in the Office of the Registrar of Hardeman County, Tennessee.

SECTION 2; NON- CONTESTED ELECTION:

A. Definition – A non-contested election is defined as one in which the number of candidates equals the number of vacancies.

B. In a non-contested election each candidate shall have a Yes or No vote by their name for the members to vote on them.

C. In a non-contested election if the number of no votes for a candidate exceeds the number of yes votes the candidate is not elected to the board and the position remains open to fill under the provisions of Article III Section 1.C.c.

D. A candidate who is not elected under this section may not be appointed to the board until after the next general election of the membership.

ARTICLE IV MEETINGS OF DIRECTORS

SECTION 1: DIRECTORS MEETINGS AND AUTHORITY

A. Meetings: Meetings of the Board of Directors shall be held at such place, date and time as follows: 1) Fixed by resolution of the Board of Directors. 2) Specified in written or oral notice to the Directors at least two (2) days prior to the meeting. 3) Called without any advance notice immediately before or after ant membership meeting at the same location or any other meeting where a quorum of Directors is present.

B. Authority: The Board of Directors shall have the authority to manage administrative, legal, financial and engineering matters of the Association and will do so primary by committee action. The Board may, at its discretion, by affirmative vote of the majority present, appoint or discharge committees, including an Executive Committee, which shall be staffed and exercise such powers conferred or authorized by the appointing resolution. Each committee shall determine meeting time, place and agenda items, unless the Board of Directors shall otherwise provide. Board meetings may be held as indicated above upon the call of the President, Vice President, Treasurer, Secretary or any Director.

C. The Board of Directors is charged with the enforcement of the Woodrun POA By-laws, Protective Covenants, Rules and Regulations and SOPs. If the BOD is advised of a violation of any of these documents, it is the responsibility of the BOD to communicate with the involved party(s) to attempt to resolve the issue. If the BOD is unable to resolve the issue, it is their responsibility to take whatever action is necessary to bring the matter into compliance with the governing documents.

SECTION 2: DIRECTOR VOTING AND QUORUM

A. Director Voting: Any Director, otherwise eligible to vote as an Association member, shall have one (1) vote, regardless of the number of lots owned or offices held.

B. Proxy Vote: A Director, otherwise eligible to vote as an Association member, may sign a proxy form, appointing one or more Directors to vote for the Director by proxy, as if he were personally present at any Director's meeting. The signed proxy form will be valid until rescinded. If more than one proxy form exists, the one with the most recent date will be voted.

C. Director Quorum: Unless otherwise provided by Statute, Articles of Incorporation, or these By-Laws, a quorum of Directors shall consist of two-thirds ($\frac{2}{3}$) minus one (1) of all active Directors, otherwise eligible to vote as members of the Association, who are present to vote or by proxy.

SECTION 3: REQUEST FOR A BUILDING CODE VARIANCE

3A: A property owner in good standing may request a variance from the building code by making a written request to be submitted to the By-Laws Committee and Engineering Committee for vetting. Once vetted the request is to be submitted to the Board of Directors.

3B: Upon receipt of the vetted request, the Board of Directors shall notify the membership of the request for a variance and the date and time of the hearing. The notice to the Membership shall be done by posting to the website, email or U.S. mail, and posting written notice at the mail house and clubhouse. The hearing must be held at a regular monthly Board Meeting, and the Membership notified ten (10) days prior to the meeting.

C. At the appointed meeting the requestor can present their request and the supporting reasons. General members present shall be given the opportunity to comment. The Board shall read into record any written comments received concerning the request.

D. The Board will vote on the request. For the variance to be approved requires a vote in favor of the request of $\frac{3}{4}$ of the entire Board.

E. If approved the requestor shall be given written approval.

ARTICLE V OFFICERS

SECTION 1. ELECTION OF OFFICERS: At the Annual Meeting, the Membership, shall elect a President for the Board of Directors by voting on the ballot, naming the eligible current members of the board who have served at least (1) year on Woodrun's Board of directors, who have submitted a letter with their qualifications to the Nominating Committee through the Woodrun office by July 1st. The Board of Directors shall appoint one or more Vice Presidents, a Secretary, and a Treasurer, and may appoint such Assistant Secretaries, Assistant Treasurers and such other officers and agents as may be deemed necessary. The Office of Secretary and treasurer may be held by the same person.

SECTION 2. OFFICERS' TERM OF OFFICE: The term of office of all officers shall be until their respective successors qualify and are elected.

SECTION 3. OFFICER VACANCIES: An officer's position, which becomes vacant for any reason shall be filled as soon as possible by an affirmative vote of a majority of the active Board of Directors. An officer may be removed from office for cause by $\frac{3}{4}$ majority of the Directors after written charges and an opportunity to respond are observed.

SECTION 4. OFFICER'S POWERS AND DUTIES: The officers of the corporation shall each have such powers and duties as generally pertain to their respective offices,

as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Vice President, or Vice Presidents, the Assistant Secretary or Assistant Treasurer shall, in the order of their respective seniorities, in the absence or disability of the President, Secretary or Treasurer, respectively, perform the duties of such officer and shall be generally assist the President, Secretary or Treasurer respectively.

ARTICLE VI BY-LAWS REVIEW COMMITTEE

SECTION 1. PURPOSE: The purpose of the By-Laws Review Committee (BRC) is to serve as the primary internal office to field and process inquiries relative to 1) By-Laws, 2) Covenant of Restrictions, 3) State Charter, 4) Tennessee State Statutes and 5) any other document using the above documents as the source of authority in resolutions. Findings of the committee shall be submitted to the Board of Directors for action as prescribed by these By-Laws.

SECTION 2. ELECTION OF MEMBERS: Members are to be elected by the general membership during the annual meeting or by absentee ballot if justified. They must be current in all assessments and dues for the life of their appointment. The committee shall consist of five (5) members (2 building lot owners, 2 camping lot owners and 1 at large position (either). No member can be related. Appointments are indefinite. Members are to elect their own chairperson annually. The Board of Directors shall administer all necessary action to staff these positions.

SECTION 3. CHANGES TO THESE BY-LAWS: Proposed changes to the Bylaws may be submitted to the Bylaws Committee, by any active member in good standing at any time. Bylaws changes shall be voted on by all members in good standing up to two times per year. Voting will be coordinated to coincide with the Annual meeting in October and the regular Board of Directors meeting in April.

The Committee shall develop a findings sheet and hold an Association Meeting no later than 90 days prior to (1) the Annual Meeting, or, (2) the April regular Board of Directors Meeting, as appropriate based on when the proposals were received. This meeting is to fully discuss and receive input to the proposed changes. Bylaws changes must be submitted at least 120 days before either the Annual Meeting or the April BOD meeting in order to be considered for that round of voting. Proposed changes received after the 120-day deadline will be considered for the next ballot.

After the Committee has received input from the members, their final recommendation shall be forwarded to the Board for inclusion in the notice of meeting no later than 60 days prior to the Annual Meeting or the April meeting, as appropriate. Problems arising between the Committee and the Board relative to the findings shall be resolved prior to the release for voting.

B. All bylaw changes/amendments will be voted upon by Woodrun members in good standing, as individual stand-alone issues. Bylaws changes will not be voted on as a package of numerous changes all grouped together.

ARTICLE VII CERTIFICATES OF MEMBERSHIP

The Board of Directors may from time to time prescribe the form and contents of any certificates of membership, which the corporation may decide to issue. (Certificates of membership now take the form of gate cards. The owner, of each residence or camping lot in Woodrun Subdivision shall be entitled to two (2) gate cards. When a lot is owned by two or more people, the number of cards will remain at two. Additional cards may be purchased.)

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January each year and shall end on the last day of December next following, unless otherwise determined by the Board of Directors.

ARTICLE IX CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the year of its incorporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The Corporate Seal may be used by printing, engraving, lithographing, and stamping, by any process whatsoever, an impression, facsimile or other reproduction of said Corporate Seal.

ARTICLE X AMENDMENTS

The By-Laws of the Corporation may be amended, added to, rescinded or repealed by a simple majority of the

active members voting at any authorized meeting of active members called for that purpose, provided notice of the proposed changes is given in the notice of meeting.

Approved/Annual Membership Meeting February 18, 1990
Approved/Annual Membership Meeting February 16, 1991
Approved/Annual Membership Meeting February 1993
Approved/Annual Membership Meeting February 18, 1996
Approved/Annual Membership Meeting May 24, 1998
Approved/Annual Membership Meeting February 18, 2001
Approved/Annual Membership Meeting February 16, 2003
Approved/Annual Membership Meeting February 18, 2006
Approved/Annual Membership Meeting February 18, 2007

Approved/Annual Membership Meeting February 21, 2009
Approved/Special Membership Meeting May 28, 2011
Approved/Annual Membership Meeting February 18, 2012
Approved/Annual Membership Meeting February 23, 2013
Approved/Annual Membership Meeting March 22, 2014
Approved/Annual Membership Meeting February 13, 2016
Approved/Annual Membership Meeting, April 13, 2019
Approved/Annual Membership Meeting, April 11, 2020
Approved/ Special Monthly Membership Meeting May 6, 2023
Approved/Annual Membership Meeting October 28, 2023