

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 statutes 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 in two increments, the first half of the amount due are payable no later than April 30, each year and the second half is due and payable no later than May 31 each year. Dues not paid in full by the close of business May 31 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.

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 duly called meeting.

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 April. The place, date and time to be determined by the Board of Directors and announced in a written meeting notice to the membership. The meeting notice 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 the 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 as may be properly brought before the membership. Members desiring to place business on the agenda that affects the By-Laws must submit such proposals to the President at least one hundred and twenty (120) days prior to the Annual Meeting date.

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: Active members in good standing shall have one (1) vote for full current year membership dues previously paid. Votes may be cast in person or by an absentee ballot on the form mailed notifying the membership of an Annual Meeting. 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 Annual Meeting. Ballots are to be turned over to the Election Committee unopened at the Annual Meeting. The Election Committee, appointed by the President at the Annual Meeting, shall

be composed of four (4) non-Board members not slated for nomination.

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.

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 November 1 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 and insure that a slate of candidates is developed for the coming fiscal year. 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. The September or October Newsletter must contain the request 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 November 1st.

2. Board Term of Directors: Directors shall be elected for a three (3) year term. 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.

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 any 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 primarily 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.

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 (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

- A. A property owner in good standing may request a variance from the building code by making written request to the Board of Directors / Engineering Committee.
- B. Upon receipt of the 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: The Membership, as soon as possible after the Annual Meeting, shall elect a President for the Board of Directors from an attached list of eligible Members (those having at least 1 year on the BOD). 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 By-Laws shall be submitted for committee action at least 120 days before the annual meeting. Upon receipt, the committee shall develop a findings sheet relative to the proposal and hold an association meeting no later than 90 days prior to the annual meeting to fully discuss and receive input to proposed changes. Final

recommendations shall be forwarded to the board for inclusion in the notice of meeting no later than 60 days prior to the annual meeting, Problems arising between the committee and the board relative to findings shall be resolved prior to release for voting.

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

