

WOODRUN PROPERTY OWNERS' ASSOCIATION

30 Clubhouse Drive, Middleton, Tn. 38052

2023 BALLOT RESULTS

At the 10/28/2023 annual meeting the counting committee consisted of Del Vitale; Mitch Stark; Carolyn Smalley; Sandi Stafford and Joe Hunter with Joe Hunter being appointed Chairman. Below are the results tabulated by the committee.

76	Total Number of Ballots Received	
3	Total Number of Ballots Removed/ not counted	
73	Total Number of Ballots Counted	
Steve Francis	YES – 62	NO - 6
Dennis Toll	YES - 55	NO - 14

PROPOSED DOCUMENT CHANGES:

Building Codes

PROPOSED WORDING	CURRENT WORDING
Woodrun Building Code and Procedures (suggested addition/amendment) 2, M: Car Ports/Covers: Car covers are to be used for storage of automobiles, boats, side-by-sides. etc. Anything kept under a car cover must be in operable condition. (The restrictions would be the same as section 2 c through I.) Not to exceed 400 square feet.	There is currently no paragraph M under Section 2. This would be an addition to the Responsibilities Section.
YES-56	NO-16

PROPOSED WORDING	CURRENT WORDING
Section 5, Definitions: (ADD) Carport/Cover, a shelter for storage consisting of a roof supported on posts, built beside a house or camper in the case of the campground area. (This does not change the existing restrictions on the buildings allowed on lots.)	No current Definition for Carport/Cover
YES-56	NO - 15

Protective Covenants

PROPOSED WORDING	CURRENT WORDING
Protective Covenants (ADD To Lots #12 and Camping Lots #5) Protecting the Interest of Woodrun: I. Lots and properties must be owner occupied. Renters, short or long term, will not be permitted. This includes but is not limited to leases, month to month, VBRO and Air B & B. II. II. Corporations and LLC's must name a proprietor that is to occupy and/or maintain lot(s). No corporation or LLC may own more than 5 lots with the same named proprietor.	No current wording applicable Add a new number to Protective Covenants of Woodrun Subdivision, Lots #12 and Camping Lots #5
YES- 50	NO- 21

PROPOSED WORDING	CURRENT WORDING
<p style="text-align: center;">ARTICLE II</p> <p style="text-align: center;">MEETINGS OF ACTIVE MEMBERS</p> <p>SECTION 1: MEMBERSHIP MEETINGS</p> <p>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.</p> <p>B. Purpose of the Annual 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.</p> <p>Section C and D remain unchanged.</p> <p>Section 2: MEMBERSHIP VOTING AND QUORUM</p> <p>A. Membership Voting:</p> <p>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</p>	<p style="text-align: center;">ARTICLE II</p> <p style="text-align: center;">MEETINGS OF ACTIVE MEMBERS</p> <p>SECTION 1: MEMBERSHIP MEETINGS</p> <p>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. The meeting notice must be postmarked not less than (10) days prior to the meeting date and signed by the President or Vice President.</p> <p>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.</p> <p>C. Unless otherwise specified in these By-Laws, Roberts Rules of Order will govern all meetings of the Association.</p> <p>D. Special Meetings of the Membership</p> <p>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.</p> <p>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.</p> <p>c. The Board will give notice of the meeting within thirty (30) days from the date of a qualified demand is received</p>

<p>Election Committee, appointed by the President at that meeting, shall be composed of four (4) non-Board members not slated for nomination.</p> <p>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.</p> <p>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.</p> <p>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.</p>	<p>by the secretary.</p> <p>d. Only business within the purpose, or purposes, described in the meeting notice may be conducted at a special meeting of members.</p> <p>SECTION 2: MEMBERSHIP VOTING AND QUORUM</p> <p>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.</p> <p>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.</p>
YES- 53	NO-16

PROPOSED WORDING	CURRENT WORDING
Delete Article III, Section 2 in its entirety.	<p>Article III, Section 2, A., B., C., D.,</p> <p>SECTION 2; NON- CONTESTED ELECTION:</p> <p>A. Definition – A non-contested election is defined as one in which the number of candidates equals the number of vacancies.</p> <p>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.</p> <p>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.</p> <p>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.</p>
YES-31	NO-37

PROPOSED WORDING	CURRENT WORDING
<p>ARTICLE IV</p> <p>MEETINGS OF DIRECTORS</p> <p>SECTION 3: REQUEST FOR A BUILDING CODE</p>	<p>ARTICLE IV</p> <p>MEETINGS OF DIRECTORS</p> <p>SECTION 3: REQUEST FOR A BUILDING CODE</p>

<p>VARIANCE</p> <p>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.</p> <p>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.</p>	<p>VARIANCE</p> <p>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.</p> <p>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.</p>
YES-44	NO-26

PROPOSED WORDING	CURRENT WORDING
<p>Article 3 Section 1B.</p> <p>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.</p>	<p>Article 3 Section 1B.</p> <p>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.</p>
YES-43	NO-25

PROPOSED WORDING	CURRENT WORDING
<p>Article IV, Section 4</p> <p>Procedure for Board to change SOP's.</p> <p>1. Sitting board to change SOP's, by following the following criteria:</p> <ul style="list-style-type: none"> a. Motions will be made in open meetings. b. If motions carry, (by a seconding motion and a unanimous "yes" vote), then all members in good standing will be notified of the Boards intentions to change these rules and what the rule changes will be. c. After 90 days of notifications having been sent to all member in good standing, through whatever media (email/postal service/etc.) at the monthly open monthly meeting, after 90 days, any member in good standing will have the ability to voice their concerns either for or against said changes. The board at the conclusion of this meeting will once again vote for or against these changes. If it is unanimous, the rules will be changed. d. If the vote is not unanimous for passage, the board can then try and work out the differences between them and the process will start over again. e. The changing of the afore-mentioned rules, will not have to fall into the annual voting criteria and will/can be done at any time within the calendar year. f. If the board passes a change, any group of 5 or more members in good standing can ask for a vote to rescind the changes, at the annual voting process. The board cannot prohibit this from happening. g. If the Board passes any change and any member in good standing acts upon those changes, if 	<p>No current wording.</p> <p>Add Section 4 to Article 4.</p>

those changes are overturned, they will be “Grandfathered” in and not have to undo whatever changes they performed during the time they were legal to do so.	
YES-30	NO-34

PROPOSED WORDING	CURRENT WORDING
<p style="text-align: center;"><u>Article IV Meetings of Directors</u> Add new section C.</p> <p>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.</p>	No current wording. This would be an addition.
YES-39	NO-30

PROPOSED WORDING	CURRENT WORDING
<p>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.</p>	<p>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.</p>
YES-48	NO-20

PROPOSED WORDING	CURRENT WORDING
<p style="text-align: center;">ARTICLE VI</p> <p>BY-LAWS REVIEW COMMITTEE SECTION 3. CHANGES TO THESE Section 3. 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-</p>	<p style="text-align: center;">ARTICLE VI</p> <p>BY-LAWS REVIEW COMMITTEE 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 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</p>

<p>day deadline will be considered for the next ballot.</p> <p>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.</p>	<p>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.</p>
YES-55	NO-15

PROPOSED WORDING	CURRENT WORDING
<p>Article VI, Section 3:</p> <p>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.</p>	<p>Article VI Section 3 B</p> <p>There is currently no section B.</p>
YES-58	NO-14

PROPOSED WORDING	CURRENT WORDING
<p>Article VI SECTION 3. CHANGES TO THESE BY-LAWS:</p> <p>All by-law changes/amendments will be considered “probationary” for a period of 1 year, after acceptance by the voting tabulation at the annual meeting, by the votes cast by Woodrun property members in good standing. Prior to the 1-year mark of the by-law passage the members will, through the regular by-laws voting procedure, vote to either confirm or repeal the bylaw change based upon its performance. If the bylaw is repealed, the by-law committee can change it, resubmit it and then the following year it will be voted upon again by the Woodrun property owners in good standing.</p>	<p>Article VI SECTION 3. CHANGES TO THESE BY-LAWS:</p> <p>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 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.</p>
<p>Note: This proposed language would be added to the existing language. If this By-law change is accepted by the membership the existing language will remain as article VI Section 3 and be labeled “A” and this new language will follow it and be labeled “B”</p>	
YES-34	NO-34
<p>Due to a tie in votes and not a majority vote to change this will not go into the by-laws.</p>	

ELECTION OF BOARD OF DIRECTORS PRESIDENT:

After the meeting was adjourned the following for Presidential election was announced.

Joe Summerlin **YES-61** **NO-9**