

**BY-LAWS OF
KEENELAND HOMEOWNERS ASSOCIATION**

ARTICLE I

LOCATION

The development to be administered under these By-Laws shall be all sections of the development generally known as "Keeneland" in Rutherford County, Tennessee.

ARTICLE II

APPLICATION AND ACCEPTANCE

All present or future owners, tenants, future tenants, or their employees, or any other persons who might use the facilities of the development in any manner, are subject to the regulations set forth in these By-Laws. The acquisition or rental of any of these lots of the development or occupancy of any said lots shall signify that these By-Laws are accepted, ratified, and obligatory, and will be complied with.

These By-Laws, and each change made in accordance herewith, are and shall be covenants running with each lot and binding on each successive owner, lessee, or mortgagee of each lot in Keeneland.

ARTICLE III

VOTING, MAJORITY OF OWNERS, QUORUM, PROXIES

Section 1. Voting. There shall be one person with respect to each lot ownership who shall be entitled to vote at any meeting of the lot owners. The lot owner may be the owner, or one of a group composed of all of the owners of a lot. Each owner or group of Owners shall be entitled to one (1) vote for each lot owned. (Rev. 03/14/2023)

Section 2. Majority of Owners. As used in these By-Laws, the term "majority of owners" shall mean those owners holding over fifty percent (50%) of the votes.

Section 3. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a "majority of owners" as defined in Section 2 of this Article shall constitute a quorum.

Section 4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Recording Secretary before the appointed time of each meeting. Proxies can only be assigned to the board of directors or another homeowner who is a member in good standing as defined in Article VII, Section 1. (Rev. 03/14/2023))

ARTICLE IV
ADMINISTRATION

Section 1. Association Responsibilities. The owners of the lots constitute the Association who will have the responsibility of electing a Board of Directors and approving the annual budget. Except as otherwise provided, decisions and resolutions of the owners shall require approval by a majority of owners.

In the event that an owner of a lot is a corporation or partnership, then that entity shall designate one of the partners, shareholders, officers, or directors as that entity's representative and member of the Association.

Section 2. Place of Meetings. Meetings of the Association shall be held at the principal office of the development or such other suitable place convenient to the owners as may be designated by the Board of Directors.

Section 3. Annual Meetings. The annual meetings shall be held in the month of January of each succeeding year. At such meetings there shall be elected by ballot of the owners a Board of Directors in accordance with requirements of Section 5 of Article V of these By-Laws. The owners may also transact such other business of the Association as may properly come before them. (Rev. 03/14/2023)

Section 4. Special Meetings. It shall be the duty of the President to call a special meeting of the owners as directed by resolutions of the Board of Directors, or upon a petition signed by a majority of the owners having been presented to the Secretary. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of all of the owners present, either in person or by proxy.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to provide notice of each annual or special meeting, stating the purpose thereof, as well as the time and place where it is to be held, to each owner of record, at least five (5) calendar days but no more than twenty (20) calendar days prior to such meeting. The notice provided shall be delivered by any one or more of the following methods but is not limited to U.S. Mail, signage, email, text, telephone, hand delivery to home and/or web site posting. The notice in the manner provided in this Section shall be considered notice served. (Rev. 03/14/2023)

Section 6. Adjourned Meetings. If any meeting of the owners cannot be organized because a quorum has not attended, the owners who are present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called. All those present at the reconvened meeting, either in person or by proxy, shall constitute a quorum.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors composed of four (4) officers, each officer being a lot owner. As used in these By-Laws, the term "Director(s)" and/or "Officer(s)" will be synonymous.
(Rev. 03/14/2023)

Section 2. Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not prohibited by law or by these By-Laws.

Section 3. Other Duties. In addition to duties imposed by these By-Laws or by resolutions of the Association, the Board of Directors shall be responsible for the following:

- a) Care, upkeep, operation, and maintenance of the developments, the common areas, and facilities, and the limited common areas and facilities.
- b) Collection of assessments from the owners.
- c) Designation and dismissal of the personnel necessary for the maintenance and operation of the development, the common areas, and facilities, and the limited common areas and facilities.

Section 4. Management Agent. The Board of Directors may employ for the Association a Management Agent at a compensation established by the Board to perform such duties and services as the Board shall authorize including, but not limited to, the duties listed in Section 3 of this Article.

Section 5. Election and Term of Office. At the first annual meeting, and each succeeding year thereafter of the Association, four (4) officers shall be elected for a period of one (1) year terms but does not exclude them from holding office for consecutive terms if no other candidates come forward. Article VI, Section 2 will apply annually. The President of the preceding year may serve on the new Board of Directors in an advisory, non-voting, capacity. (Rev. 03/14/2023)

Section 6. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person elected shall take office immediately.

Section 7. Removal of Directors. At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the owners, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the owners shall be given an opportunity to be heard at the meeting.

Section 8. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of election, at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present. (Rev. 03/14/2023)

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of Directors, but at least two (2) such meetings shall be during each fiscal year. Virtual meetings and participation in same will be recognized and constitute a valid meeting as described in this section. Notice of regular meetings of the Board of Directors, personally or by mail, telephone, text, or e-mail at least three (3) days prior to the day named for such meeting. (Rev. 03/14/2023)

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the president on three (3) days' notice to each Director, given personally or by mail, telephone, text, or e-mail, which notice shall state the time, place (as hereinabove provided), and purpose of the meeting. Special meeting of the Board of Directors shall be called by the President or Secretary in like manner and on like notice, on the written request of any one (1) Director. (Rev. 03/14/2023)

Section 11. Waiver of Notice. Before or at any meeting of the Board or Directors, any Directors may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by Director at any meeting of the Board shall be waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 12. Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Fidelity Bonds. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall constitute a common expense to be paid by the Association.

Section 14. Liability of the Board of Directors. The members of the Board of Directors shall not be liable to the owners for any mistakes of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The owners shall indemnify and hold harmless each of the members of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Subdivision unless any such contracts made in bad faith or contrary to the provisions of these By-Laws. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Subdivision. It is also intended that the liability of any owner arising out of any contract made by the Board of Directors shall be limited to such proportion of the total liability there under, as his interest in the common elements bears to the interest of all owners in the common elements. Every agreement made by the Board of Directors or by the managing agent on behalf of the Subdivision shall provide that the members of the Board of Directors or the managing agent, as the case may be, are acting only as agents for the council of owner's and shall have no personal liability there under (except as owners), and that each owner's liability there under shall be limited to such proportion of the total liability there under as his interest in the common elements bears to the interest in the common elements.

Section 15. Recovery of Legal Fees. If Keeneland Homeowners Association and/or its Board of Directors, as a whole or individually, is required to retain counsel relating to the enforcement of the covenants, collecting assessments and/or to defend any suits by homeowners, Keeneland HOA shall be entitled to recover attorney's fees and associated court costs if it is determined to be the prevailing party. (Added 03/14/2023)

ARTICLE VI

OFFICERS

Section 1. Designation. The principal officers of the Association shall be the President, a Vice-President, and a Secretary and a Treasurer, all of whom shall be elected as defined in Article VI, Section 2. Directors may appoint such officers as in their judgment may be necessary as defined in Article V, Section 6, Vacancies (Rev. 03/14/2023)

Section 2. Election of Officers. The officers of the Association shall be elected annually by simple majority of homeowners at the annual meeting as defined in Article IV, Section 3 and Article IV, Section 6 respectively, and take office immediately after adjournment. (Rev. 03/14/2023)

Section 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. President. The President shall be chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general duties which are usually vested in the office of the president of an association, including but not limited to, the power to appoint committees from among the owners from time to time as the office may in its discretion decide to be appropriate to assist in the conduct of the affairs of the Association. (Rev. 03/14/2023)

Section 5. Vice-President. The Vice-President shall take the place of the President and perform **their** duties whenever the President shall be absent or unable to act. If either the President or Vice-President is unable to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon this office by the Board of Directors. (Rev. 03/14/2023)

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the Association; and shall have charge of such books and paper as the Board of Directors may direct; and shall, in general, perform all duties incident to the office of the Secretary. (Rev. 03/14/2023)

Section 7. Treasurer. "The Treasurer" shall have responsibility for Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association and shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may from time to time be designated by the Board of Directors. (Rev. 03/14/2023)

ARTICLE VII

OBLIGATION OF THE OWNERS

Section 1. Assessments. Except as otherwise provided in the Restrictive Covenants applying to the development, all owners shall be obligated to pay the assessments imposed by the Association to meet the common expenses, and payment thereof shall be made due each year on 01 March and are considered late on 01 April of each year. Late payment is subject to a late fee as approved at an annual meeting. All such assessments, as set by the Board are pursuant to the Restrictive Covenants, Article of Incorporation and these By-Laws, shall be due and payable "in the amount and for the period set by the directors". A member shall be deemed to be in good standing and entitled to vote at any annual or special meeting of members, within the meaning of these By-Laws, if, and only if, they shall have fully paid all assessments made or levied against him. (Rev. 03/14/2023)

Section 2. Maintenance and Repair:

- a) Except as may be provided in the Restrictive Covenants, every owner must perform promptly at their own expense all maintenance and repair work on their own lot which, if omitted, would affect the development in its entirety or any property belonging to another owner.
- b) Every owner must promptly perform the repaired maintenance required by The Restrictive Covenants.

Section 3. Materialman's, Judgment, or Tax Liens. Each owner agrees to indemnify and to hold each of the other owners harmless from any and all materialman's, judgment or tax liens filed against other property and appurtenances in the common area for labor, materials, services or other products incorporated in the owner's property. In the event suit for foreclosure for a materialman's lien, judgment or tax lien is connected, then within ninety (90) days thereafter, such owner shall be required to deposit with the association cash or appropriate bond equal to the amount of such claim plus interest for one (1) year together with the sum of \$100.00. Such sum or bond shall be held by the Association pending final adjudication or settlement of the claim for litigation. Disbursements of such funds or proceeds shall be made by the Association to insure payment of or on account of such final judgment or settlement. Any deficiency shall be paid for by the subject owner, and his failure to pay shall entitle the Association to make such payment, and the amount thereof shall be a debt of the owner and a lien against his property which may be foreclosed as provided in the Restrictive Covenants.

Section 4. Compliance. Each owner shall comply strictly with the provisions of the Restrictive Covenants.

Section 5. Use of Common Areas. Common areas shall be used in accordance with the purpose for which they were intended without hindering or encroaching upon the lawful rights of the owners.

Section 6. Access to Lot. An owner shall permit the managing agent or the person authorized by the Board of Directors the right of access to the owner's residence and the lot from time to time during reasonable hours may be necessary for the maintenance, repair or replacement of the common elements or at any time deemed necessary by the managing agent of Board of Directors for the making of emergency repairs to prevent damage to any of the common areas.

Section 7. Rules and Regulations a) No resident of the development shall in any way violate the Rules and Regulations set forth in the Keeneland documents. In addition, owners and occupants of lots shall exercise extreme care to avoid making or permitting to be made loud or objectionable noises, and using or playing or permitting to be used or played musical instruments, radios, phonographs, television sets, amplifiers, or any other instruments or devices in such a manner as may disturb or tend to disturb owners, tenants, or other lot owners between the hours of 11:00 PM and 7:00 AM or as per current city ordinance. (Rev. 03/14/2023)

b) The Board of Directors and/or the managing agent reserves the power to establish, make and enforce compliance with such additional rules and regulations which may be necessary for the

operation, use and occupancy of this subdivision with the right to amend same from time to time.

ARTICLE VIII

AMENDMENTS

Section 1. These By-Laws may be amended by the Association in a duly constituted meeting for such purpose, and no amendment shall take effect unless approved by owners representing at least fifty percent (50%) of the total voting power of all lots in the development.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Restrictive Covenants and these By-Laws, the Restrictive Covenants shall control.

ARTICLE IX

MORTGAGEES

Section 1. Notice to Association. An owner who mortgages his lot shall notify the Association through the Management Agent, if any, or the President of the Board of Directors in the event there is no Management Agent, the name and address of his mortgagee. The Association shall maintain such information in a book entitled "Mortgagee of Lots".

Section 2. Notice of Unpaid Assessments. The Association shall, at the request of a mortgagee of a lot, report any unpaid assessments due from the owner of such lot.

ARTICLE X

MISCELLANEOUS

The fiscal year of the Association shall begin the first day of January and end on the 31st day of December every year, except that the first fiscal year shall begin on the date of incorporation.

APPROVED BY:

X Mitchell E. Jones, President

Date: 3/16/2023

X Jeanne M. Bishop, Vice-President

Date: 3-16-2023

Changes & Amendments approved by majority homeowner vote: 14 March 2023

Final Vote Count (In person and proxy): Yea: 73 Nay: 0

Notary Conor Mize

Date 03/16/2023

Exp. 02/24/2026



The foregoing document titled

“By-Laws of Keeneland Homeowners Association”

Was prepared by the President of the Keeneland HOA and has been recorded
in Rutherford County, Tennessee.

Prepared by:

Mitchell E. Gora, President
1810 Kensington Dr.
Murfreesboro, TN 37127

Mitchell E Gora 3/16/2023

Notary *CE Mize*

Date 03/16/2023

Exp. 02/24/2026

Heather Dawbarn, Register
Rutherford County Tennessee
Rec #: 1209246
Rec'd: 45.00 Instrument #: 2487426
State: 0.00
Clerk: 0.00 Recorded
Other: 2.00 3/16/2023 at 10:26 AM
Total: 47.00 in
Record Book 2326 Pgs 1529-1537

