

**BYLAWS OF TENNESSEE CUMBERLAND PLATEAU CAMPGROUND (TCPC), INC.
A NONPROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF TENNESSEE**

Adopted September 23, 1972

Amended 1976, 1986, 1987, 1989, 1995, 1996, 1998, 2000, 2001, 2005, 2008, 2013, 2016, 2018,
2020

ARTICLE I. OFFICES

The office of the corporation in the State of Tennessee shall be located in the Tennessee Cumberland Plateau Campground Clubhouse, County of Bledsoe.

The corporation shall have and continuously maintain in the State of Tennessee a registered office, and the address of such registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Members shall be adults owning an Airstream self-contained product, which must be used as the member's living quarters on their assigned lot.

Use of washers or dryers on memberships or visitor's lot is prohibited.

Members or visitors with extensions (pullouts) may extend their pullouts ONLY within one (1) foot of the established lot line.

Membership in Tennessee Cumberland Plateau Campground, Inc. is not for use as a permanent year-round residence. Furthermore, school age children shall not be enrolled in public or private school using Airstream Circle as their permanent address.

Section 2. Members shall be approved by the Membership Committee as established by the Board of Directors.

Section 3. Each membership has an equal ownership of the Corporation and is entitled to a permanent campsite to be used and developed at member's discretion, subject to campground rules. A member can own only one (1) membership at a time; however, rights to a second membership lot that is listed for sale may be purchased with prior Board approval of a submitted site improvement plan for either eventual occupancy or re-sale to occur no later than two years from the date of purchase or the right to the membership will be subject to forfeiture. The annual maintenance fee must be paid, continuing site improvement progress is expected, and there are no campground benefits including member RV usage or voting right extended to the second lot.

Section 4. VOTING RIGHTS. Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may take immediate action to suspend or expel a member for cause after an appropriate hearing; and by a majority vote of those present at any regularly constituted meeting may terminate the membership of any member who becomes ineligible for membership, or expel any member who shall be in breach of the rules and regulations of the park as established by the membership and may recommend termination of the membership requiring

majority vote of the members present at any officially scheduled membership meeting.

Section 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrue and unpaid.

Section 7. REINSTATEMENT. Upon written request, signed by the former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. TRANSFER OF MEMBERSHIP.

- a. Membership in this corporation is not transferable or assignable except as follows: Transfers of membership certificates, shall be made only upon the transfer books of the Corporation in the manner and to persons approved by the Board of Directors. In the event the Board decides to purchase the tendered membership, it will pay a fair market value. Therefore, if this cannot be amicably agreed upon by the seller and the Board, then the seller will appoint one representative and the Board will appoint one representative. These two together will appoint a third representative or referee. The three of them will then determine a fair market value of the membership.
- b. In the event a member desires to purchase a different numbered membership he/she may do so as follows:
 - (1) Surrender present membership certificate to Tennessee Cumberland Plateau Campground, Incorporated to be held by said corporation until it is sold. The sales price will be established by the surrendering member and paid to the surrendering member when received.
 - (2) Member must agree in writing to pay all maintenance fees and assessments (excluding electric) on the surrendered membership until sold, in addition to maintenance fees and assessments on the new membership.
 - (3) Once the membership is surrendered, the surrendering member shall have no vote thereon, shall receive no benefits there from and cannot use or authorize the use thereof.

Section 9. ASSESSMENT FEE AND MAINTENANCE FEE DELINQUENCY. Any member of Tennessee Cumberland Plateau Campground, Incorporated, who is delinquent in any payment of his/her assessment and/or maintenance fees for a period of six (6) months shall forfeit his/her membership in Tennessee Cumberland Plateau Campground, Incorporated, unless extension is granted by the Board of Directors. Notice shall be sent by certified mail, return receipt requested, to the members last known address of record with the Treasurer of Tennessee Cumberland Plateau Campground, Incorporated, sixty (60) days prior to forfeiture of the member's membership in Tennessee Cumberland Plateau Campground, Inc.

Section 10. FORFEITED MEMBERSHIP. Any forfeited or terminated membership shall become the property of Tennessee Cumberland Plateau Campground, Inc., which shall have the right to sell such forfeited membership and retain all proceeds. Should a membership be terminated, any structure built on the land owned by TCPC becomes the property of TCPC effective on the date of the membership termination. Should a membership be terminated, the terminated member will be given notice that he/she has 60 days to remove all personal property from the site. Should personal property not be removed, TCPC has the option of either removing the personal property to storage with appropriate fees charged to the owner or moving the property to the address of record of the owner, again at the expense of the owner. In accordance with the state law, should storage fees

not be paid within an appropriate time frame, and after public notice as required, the property could be sold at absolute auction.

Any member subject to any such action by the Board and/or membership shall be given official notice of the action under consideration by both regular and registered mail, and e-mail, sent to the official addresses the member has provided to the TCPC Corporation. It is the responsibility of the member to ensure these addresses of record are accurate and up to date. Such notice will be mailed at least 60 days in advance of the hearing or meeting.

All members of Tennessee Cumberland Plateau Campground, Inc., shall be bound by the acquiesce in said procedure for the dealing with delinquent member and such shall be required of all members.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. All meetings of the Board of the Directors or the Membership at large shall be conducted under ROBERTS RULES OF ORDER.

Section 2. ANNUAL MEETING. An annual meeting of the members shall be held at the Tennessee Cumberland Plateau Campground on the Saturday before Labor Day for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. The time of the meeting shall be set by the President.

Section 3. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board of Directors, or not less than twenty-five (25) percent of the members having voting rights.

Section 4. PLACE OF MEETING. The Board of Directors may designate any place within the State of Tennessee as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Tennessee Cumberland Plateau Campground; but if all of the members shall meet at any time and place, within the State of Tennessee, and consent to the holding of a meeting, such meeting shall be valid without call of notice, and at such meeting any corporate action may be taken.

Section 5. NOTICE OF MEETING. Written or printed notices, stating the place, day and hour of any meeting of members shall be delivered either personally or by mail or email to each member entitled to vote at such meeting, not less than twenty (20) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by the statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the records of the Corporation with postage thereon paid.

Section 6. QUORUM. Twenty percent of members having voting rights shall constitute a quorum at a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. PROXIES. At any meeting of members, a member shall be entitled to vote on a specific issue by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors which shall be deemed to include its officers. Officers and Directors must be members of the Corporation but need not be residents of Tennessee.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be eleven (11), five (5) of which are elected, plus the ex-officio members of the five (5) current officers, plus the immediate past President. The fifth director (Kitchen Committee) replaces the Friends of TCPC Representative. Each of the elected directors shall hold office until the second annual meeting of members following his/her election and until his/her successor shall have been elected and qualified unless sooner disqualified according to the Charter and the Bylaws of this Corporation. The terms of the elected Directors shall be staggered so that one-half of the terms shall expire each year. The ex-officio members shall serve on the Board of Directors for one (1) year. Only one person representing a membership shall serve on the Board of Directors at any given time.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place within the State of Tennessee, for the holding of additional meetings of the Board without other notice than such resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State as the place for holding any special meeting of the Board called by them.

Section 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least twenty (20) days previous thereto by written notice delivered personally or sent by mail or by email to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice at such meeting unless specifically required by law or by these Bylaws.

Section 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 9. COMPENSATION. Directors as such shall not receive any stated salaries for their service; but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for the attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

Section 10. PROXIES. At any meeting of the Board of Directors, a member shall be entitled to vote a specific issue by proxy executed in writing by the member.

ARTICLE V. OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a President, First Vice-President, Second Vice-President, a Secretary, and a Treasurer.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the membership at the regular meeting of the membership. The Nominating Committee will publish and distribute to the membership six (6) weeks in advance of the election, a list of the candidates for the office. There could be nominations from the floor which would not appear on the list sent out by the Nominating Committee. Votes shall be counted by a committee of three (3) who are not nominees. The committee shall be appointed by the President. Officers shall take office immediately after the annual membership meeting.

Section 3. REMOVAL. Any officer elected or appointed by the membership or the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby; but such removal shall require a two-thirds (2/3) vote of the entire Board of Directors and be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statutes to some other officer or agent of the Corporation; and in general, he/she shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE-PRESIDENT. In the absence of the President or in the event of his/her inability or refusal to act, the First Vice-President (or the Second Vice-President in his/her absence) shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. TREASURER. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety of sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time.

ARTICLE VI. COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of such committees shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS. All funds of this Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes of any special purpose of the Corporation.

Section 5. LOANS. The Board of Directors may borrow money on behalf of the Corporation for capital expenses of equipment, furnishings, fixtures, buildings or expansion of facilities providing that those Directors present, at least three-fourths (3/4) approve the decision at the Directors meeting.

ARTICLE VIII. CERTIFICATE OF MEMBERSHIP

Section 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. ISSUANCE OF CERTIFICATES. When a member has been approved for membership and has paid the transfer fee, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary, if the Board of Directors has provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney for any purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal accounting year of the Corporation shall begin on the first day of July and end on the last day of June of the succeeding year.

ARTICLE XI. ASSESSMENTS AND MAINTENANCE FEE

Section 1. The Board of Directors may determine from time to time the amount of increase of maintenance fees up to ten (10) percent. Any increase in maintenance fees above 10% or any assessment shall be presented to each member by email or by mail with a letter from the Board explaining why the increase is needed. The letter with a secret ballot will be mailed to each member's last address not less than 20 days or no more than 50 days prior to the next scheduled meeting. Ballots will be counted at a regular or a special meeting.

Section 2. Maintenance fees shall be payable annually in advance on the first day of September. Maintenance fees of a new member shall be prorated from the date of purchase until the next September. Maintenance fees are to provide operating funds of the Corporation. Capital expenses may be met by other means. After September first, the member will incur a late fee of \$100 (not the 30 days that TCPC currently allows). Then \$100 per month perpetually till the payment is made in full or action is taken.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of fees or assessments, the Board of Directors may take such action as provided in ARTICLE II, Section 9 of these Bylaws.

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "CORPORATE SEAL TENNESSEE."

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Tennessee or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. AMENDMENTS TO RULES, REGULATIONS, AND BYLAWS

These Rules, Regulations, or Bylaws may be altered, amended or repealed and new Rules, Regulations or Bylaws may be adopted by a majority of the membership present at any regular meeting or a special meeting, if at least thirty (30) days written notice by e-mail (or US mail if officially elected) is given the general membership of intention to alter, amend, repeal or to adopt new Rules, Regulations or Bylaws at such meeting. The Board of Directors reserves the right to alter, amend, repeal, or adopt Rules and Regulations at any time: however, such altered, amended, repealed, or adopted Rules and Regulations must be adopted by a majority of the membership, at the next membership meeting, under the rules of ARTICLE XIV, to become permanent Rules and Regulations.

ARTICLE XV. CAMPGROUND REGULATIONS

Section 1. A copy of all Rules, Regulations or Bylaws of the Corporation shall be provided to each membership by e-mail (or US mail if officially elected). Changes in said Rules, Regulations or Bylaws shall be provided to the membership within 45 days of approval, with effective date to be anytime thereafter as may be provided by the adopting resolution.

Section 2. Rules and Regulations, disputes, and interpretations, will after investigation and all parties being heard be decided by a majority vote of the Board of Directors. Such decisions will be final and binding on all parties.

Section 3. The Board of Directors may act upon any breach of said Rules and Regulations as provided for in ARTICLE II, Section 5 of these Bylaws.

Section 4. When a breach of rules and regulations poses safety, health, or other equivalent lot issues affecting other members and/or their lots, the member will be asked to make immediate corrections and, in the absence of those, the TCPC Board may authorize a vendor or volunteer person to make the necessary corrections and charges, if any, may be assessed.

Section 5. Of necessity at our volunteer operated park, many of the campground rules and regulations are self-enforcing. Where a breach of rules and regulations is an issue, members are asked to politely bring this to the attention of the offender(s). When this has been done, and has not resulted in satisfactorily addressing the breach, then a written, signed, report identifying the breach and steps taken to address the issue may be sent to the Board which will initiate any inquiry into the matter.

ARTICLE XVI. Notification to Members

E-mail is the default means for all official notifications to members unless US mail notification has been specifically elected by written notice given to the secretary. It is the responsibility of the member to ensure these addresses of record are accurate and up to date and operating properly.

ARTICLE XVII. HEADINGS

The ARTICLE and Section headings contained in these Bylaws shall be for reference purposes only, and shall not be deemed as controlling any ARTICLE or Section.