

*This instrument prepared by:*  
**Carrier and Hickie, Attorneys at Law**  
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Johnson City, TN 37602  
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ROLL/IMG: 676/104-107

**10003576**

4 PGS : AL - BY-LAWS	
LISA BATCH 30727	03/10/2010 - 09:20 AM
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	20.00
ARCHIVE FEE	0.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	22.00

STATE OF TENNESSEE, WASHINGTON COUNTY

**GINGER B. JILTON**

REGISTER OF DEEDS

## **HIGHLAND PARC HOMEOWNERS ASSOCIATION, INC.**

### **Bylaws**

### **Article I**

### **Officers**

Section 1.1. *Executive officers* The Executive Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The first Officers shall hold office for one year, after which time they shall be elected annually by a majority vote of the members of the Homeowners Association. They shall take office immediately after election.

Section 1.2. *President* Subject to the direction of the Board of Governors, the President shall be the chief executive officer of the Corporation, and shall perform such other duties as from time to time may be assigned to him by the Board. The President shall be ex officio a member of all committees.

Section 1.3. *Vice President* The Vice President shall have such power and perform such duties as may be assigned to him by the Board of Governors or the President. In case of the absence or disability of the President, the duties of that officer shall be performed by the Vice President.

Section 1.4. *Secretary* The Secretary shall keep the minutes of all proceedings of the Board of Governors and of all committees and the minutes of the members' meetings in books provided for that purpose; he shall have custody of the corporate seal and such books and papers as the Board may direct, and he shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Governors and the President; and he shall also perform such other duties as may be assigned to him by the President or by the Board.

Section 1.5. *Treasurer* The Treasurer shall have the custody of all the receipts, disbursements, funds, and securities of the corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Governors and the President. He shall perform such other duties as may from time to time be assigned to him by the Board or the President. If required by the Board, he shall give a bond for the faithful discharge of his duties in such sum as the Board may require.

Section 1.6. *Subordinate officers* The President, with the approval of the Board of Governors, may appoint such other officers and agents as the Board may deem necessary, who shall hold office during the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board.

Section 1.7 *Removal of officers* An officer may be removed from his or her office by a majority vote of the Board of Governors.

## **Article II**

### ***Board of Governors***

Section 2.1. *Number of members* The business and affairs of this Corporation shall be managed by a Board of Governors which shall consist of 5 members. The President of the corporation shall also be a non-voting member of the Board of Governors. All of the Board shall consist of members of the Corporation. At the inception of the Corporation, the Board shall consist of the undersigned, and thereafter the number of Governors shall be fixed by the board.

Section 2.2. *Regular Meetings* The Board shall meet for the transaction of business at such place as may be designated from time to time. These meetings are open to all members of the Homeowners Association.

Section 2.3. *Special meetings* Special meetings of the Board of Governors may be called by the President or by three members of the Board for any time and place, provided reasonable notice of the meeting shall be given to each member of the Board before the time appointed for the meeting. These meetings are not open to other members of the Homeowners Association.

Section 2.4. *Quorum* The Governors shall act only as a Board, and the individual Governors shall have no power as such. A majority of the Governors at the time being in office shall constitute a quorum for the transaction of business, but a majority of those present at the time and place of any regular or special meeting although less than a quorum, may adjourn the meeting from time to time without notice until a quorum be at hand. The act of a majority of Governors present at any meeting at which there is a quorum shall be the act of the Board of Governors, except as may be otherwise provided by law.

Section 2.5. *Order of business* The Board of Governors may from time to time determine the order of business at its meeting.

Section 2.6. *Chairman* At all meetings of the Board of Governors the President, or, in his absence, the Vice President, or in the absence of both, a Chairman chosen by the Governors present, shall preside.

Section 2.7. *Terms of members of the board* For the first Board of Governors, the individual with the most votes shall have a five year term. The individual with the second most votes shall have a four year term. The individual with the third most votes shall have a three year term. The individual with the fourth most votes shall have a two year term and the individual with the fewest votes shall have a one year term. After the first Board, all members serve five year terms. Each year a new board member is elected to replace the leaving board member. There is no prohibition for members to serve multiple terms on the Board.

Section 2.8. *Annual report* The Board of Governors, after the close of the fiscal year, shall submit to the members of the Corporation a report as to the condition of the Corporation and its property and shall submit also an account of the financial transactions of the past year.

Section 2.9. *Vacancies in board* Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by a majority vote, to select a member of the Corporation to serve the unexpired term of the vacancy.

Section 2.10 *Removal of Governors* Governors may be removed from the Board by a 75% vote of the members of the Homeowners Association.

### **Article III**

#### ***Meeting of Members***

Section 3.1. *Annual meetings* There shall be an annual meeting of the members of the Corporation at such place as may be designated, in January of each year for the transaction of such business as may come before the meeting. Notice shall be required for the annual meeting to be given to the members in writing more than 10 days prior to the meeting date.

Section 3.2. *Special Meetings* Special meetings of the members shall be held whenever called by the Board of Governors or by the holders of at least ten memberships. Notice of each special meeting, stating the time, place, and in general terms the purpose or purposes of the special meeting, shall be sent by mail to the last known address of all members at least ten days prior to the meeting.

Section 3.3. *Voting* Every member may cast only one vote, either in person or by proxy, for all lots owned in fee simple by that particular member, solely or jointly or in a corporate capacity.

Section 3.4. *Quorum* At any meeting of the members a quorum shall consist of a simple majority of members or members representing the corporation present either in person or by proxy, and a majority in amount of such quorum shall decide any question that may come before the meeting.

### **Article IV**

#### ***Memberships***

Section 4.1. *Qualifications* Only persons owning real property in Highland Parc Subdivision, or owning stock in a corporation owning real property and Subdivision shall be eligible to become a member.

Section 4.2. *Joint ownership* If two or more persons are the joint owners of real property in Highland Parc Subdivision, then they constitute a single membership. If two or more persons are stockholders in a corporation owning real property in the Subdivision, only one stockholder or director may become a member, and the corporation shall have only one vote for all lots owned.

Section 4.3. *Voting members* Only designated voting members shall be entitled to vote.

Section 4.4. *Membership termination* Whenever a member shall cease to own real property in Highland Parc Subdivision, or shall cease to own stock in a corporation that owns real property in such Section and Subdivision, such member shall automatically be dropped from the membership roll of the Corporation.

Section 4.5. *Membership rights* A member shall have no vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation. A member shall have no right, interest, or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or while he is not in good standing.

Section 4.6. *Commencement of membership* Memberships shall become final when the applicant shall become the owner of real property in Highland Parc Subdivision and shall have paid the required dues.

Section 4.7. *Memberships not transferable* No membership or certificate of membership may be sold, assigned, or transferred, voluntarily, by will, or by operation of law.

Section 4.8. *Termination of membership* Whenever any member shall cease to have all of the qualifications necessary for admission to membership in the Association, then such membership shall terminate. No portion of membership dues shall be refunded in the event a membership is terminated.

Section 4.9. *Annual dues* Every member shall be required to pay annual dues, the amount of which shall be determined by the Board of Governors and may be changed from year to year by the Board of Governors. These dues shall be non-refundable.

## Article V

### Notice

Section 5.1. *Notice* Whenever, according to these Bylaws, a notice is required to be given to any member or Governor, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the United States Post Office first class postage prepaid, addressed to such member or Governor at his address as the same appears on the books of the corporation, and the time when the notice is mailed shall be deemed the time of the giving of notice.

Section 5.2. *Waiver of notice* Any notice required to be given by these Bylaws may be waived by the person entitled thereto, if done so in writing.

## Article VI

### Fiscal Year

Section 6.1. *Fiscal Year* The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of January, and terminate on the 31<sup>st</sup> day of December of each year.

In Witness whereof, the undersigned has executed this instrument on this 18<sup>th</sup> day of February, 2010.

HIGHLAND PARC  
HOMEOWNERS ASSOCIATION, INC.,  
BY: [Signature]  
ALLISON BATTLE President

STATE OF TENNESSEE  
COUNTY OF WASHINGTON

Personally appeared before me, the undersigned Notary Public, in and for the State and County aforesaid, **ALLISON BATTLE** with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the President of **HIGHLAND PARC HOMEOWNERS ASSOCIATION, INC.**, the within named bargainor, a corporation, and that she as such officer, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by herself as such officer.

WITNESS my hand and seal at office in the State and County aforesaid this 18<sup>th</sup> day of February, 2010.

[Signature]  
Notary Public

My Commission Expires:  
11-30-2011

