

**BYLAWS**  
**OF**  
**EXCHANGE NORTH BUILDING ASSOCIATION, INC.**

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## ARTICLE 1.: DEFINITIONS

The words defined in the Declaration for Exchange North Building Condominium, recorded in GI Book 11395, page 457 in the Register's Office for Hamilton County, Tennessee (hereinafter referred to as the "Declaration"), shall have the same meaning in these Corporate Bylaws.

## ARTICLE 2.: OFFICES

**2.1 Registered Office.** The registered office of the corporation shall be at 400 Overbeck Lane, Suite 201, Nashville, Tennessee 37204, and the name of the registered agent of the corporation is Aaron White.

**2.2 Other Offices.** The corporation may also have offices at such other places both within and without the State of Tennessee as the Board of Directors may from time to time determine or the business of the corporation may require.

## ARTICLE 3.: MEMBERS AND MEMBERSHIP PRIVILEGES

**3.1 Membership.** Each Unit Owner shall be a Member of the corporation and no other person or entity shall automatically be entitled to membership. No Member shall be required to pay any consideration whatsoever solely for his membership in the corporation.

## ARTICLE 4.: MEETINGS OF MEMBERS

**4.1 Place of Meetings.** Meetings of the Members of the corporation may be held at a place to be determined by the Board of Directors within Hamilton County, Tennessee.

**4.2 Annual Meeting.** After the termination of the period of Declarant Control and unless otherwise specified in a written notice from the Board of Directors, an annual meeting of the Members of the corporation shall be held each year on the second Thursday of the third month following the close of the fiscal year if not a legal holiday, and if a legal holiday, then on the next secular day following, at 7:00 p.m. at which time the Members shall elect a Board of Directors, and shall transact such other business as may properly be brought before the meeting.

**4.3 Special Meeting.** After the period of Declarant Control, special meetings of the Members, for any purpose or purposes, may be called by the president, the Board of Directors, or by Members having not less than thirty-three and one third (33.333%) percent of the total percentage values of those votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of such meeting.

**4.4 Notice.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each Member of the corporation entitled to vote at such meeting.



**4.5 Quorum.** The presence in person or by proxy of more than fifty (50%) percent of the percentage values of those votes entitled to be cast at a meeting of the Members shall constitute a quorum at all meetings of the Members for the transaction of business. If, however, the Members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted at which might have been transacted at the meeting as originally notified.

**4.6 Majority Vote; Withdrawal of Quorum.** When a quorum is present at any meeting, the vote of the holders of more than fifty percent (50%) of the percentage values of those votes entitled to be cast of Members qualified to vote and present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Tennessee Condominium Act of 2008 ( T.C.A. Sections 66-27-201 – 507) (the “Act”), the Charter of the corporation, these Bylaws, or the Declaration, a different vote is required, in which case such express provision shall govern and control the decision of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

**4.7 Method of Voting; Proxies.** Each Member shall be entitled to a vote, the value of which shall equal the total of the percentages allocated to the Unit or Units owned by such Member as set forth in the Declaration. No Member, other than the Declarant, shall be entitled to vote at any meeting of the corporation until such Member has presented evidence of ownership of a Unit in the Condominium to the Board of Directors. The vote of each Member may only be cast by such Member or by a proxy given by such Member to his duly authorized representative bearing a date not more than eleven months prior to such meeting. Such proxy shall be filed with the secretary of the corporation prior to or at the time of the meeting. If title to a Unit shall be in the name of two or more persons as Co-owners, all of such persons shall be Members of the corporation and are referred to herein as “Joint Owners”. Any one of such Joint owners may vote at any meeting of the Members of the corporation and such vote shall be binding upon such other Joint Owners who are not present at such meeting until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such Joint Owners (in person or by proxy) shall be required to cast their vote as Members. If two or more of such Joint Owners are present at any meeting, their unanimous action shall also be present at any meeting, their unanimous action shall also be required to cast their vote as Members of the corporation.

**4.8 Cumulative Voting Denied.** Cumulative voting for Directors shall not be permitted.

## **ARTICLE 5.: DIRECTORS**

**5.1 Management.** The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Charter, these Bylaws, or the Declaration directed or required to be exercised or done by the Members.

**5.2 Number; Qualifications; Election; Term.** The Board of Directors shall consist of three (3) Directors, each of whom shall be a Member of the Association or, only during the Period of Declarant Control, a member or employee of the Declarant. The Members of the Board of Directors shall be appointed by the Declarant during the period of Declarant Control specified in the Declaration and the Act, but not later than one hundred twenty (120) days after the conveyance of twenty-five percent (25%) of the Units in the Condominium to Unit Owners other than the Declarant, at least one



(1) Director must be elected by Unit Owners other than the Declarant. Upon the earlier of (a) one hundred twenty (120) days after the conveyance of seventy-five percent (75%) of the Units to Unit Owners other than the Declarant or (b) one (1) year after the first conveyance of a Unit to a purchaser, the Board of Directors shall be elected by the Unit Owners. The Directors so elected shall serve for a term of office ending with the annual meeting of Members following their election or until their successors shall be elected and shall qualify.

**5.3 Removal; Change in Number; Vacancies.** Any Director may be removed either for or without cause, at any special meeting of the Members of the corporation by the affirmative vote of a majority of the Members present in person or by proxy at such meeting and entitled to vote, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. If any vacancy occurs in the Board of Directors, caused by death, resignation, retirement, disqualification or removal from office of any Director or otherwise, a successor or successors may be chosen at a special meeting of Members called for that purpose, and each successor Director so chosen shall be elected for the unexpired term of his predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

**5.4 Place of Meetings.** The Directors of the corporation shall hold their meetings, both regular and special within Hamilton County or Davidson County, Tennessee.

**5.5 Annual Meetings.** The annual meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of Members of the corporation, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed.

**5.6 Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

**5.7 Special Meetings.** Special meetings of the Board of Directors may be called by the president on a three (3) days' notice to each Director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two (2) Directors. Except as may be otherwise expressly provided by statute, the Charter, these Bylaws, the Declaration or these Bylaws neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

**5.8 Quorum.** At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**5.9 Committees Having Board Authority.** The Board of Directors may, by resolution approved by vote or written consent by a majority of the whole Board, designate an a Nominating Committee for members of the Board of Directors and such other committees as deemed necessary to consist of two (2) or more of the Directors of the corporation. Any such committee, to the extent provided in said resolution, shall and may exercise all of the authority of the Board of Directors in the



management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute, the Charter, the Declaration, or these Bylaws.

**5.10 Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the president thereunto authorized by a like resolution of the Board of Directors. Membership on such committees may, but need not be, limited to Directors or Members of the corporation.

**5.11 Procedure.** All committees shall keep regular minutes of their proceedings and shall report the same to the Board when required.

**5.12 Managing Agents.** The Board of Directors may employ for the corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to the Condominium as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties with respect to management, repair and maintenance of the Condominium which are not by statute, the Declaration, the Charter, or these Corporate Bylaws, required to be performed by or have the approval of the Board of Directors or the Members of the corporation. Any such agreement entered into by the Board of Directors during the period of Declarant Control shall be terminable by the corporation without cause or penalty related to such cancellation, upon not more than ninety (90) days' notice.

## ARTICLE 6.: NOTICES

**6.1 Method.** Whenever notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the corporation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mails as aforesaid.

**6.2 Waiver.** Whenever any notice is required to be given to any Member or Director 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 in such notice, shall be deemed equivalent to the giving of such notice.

## ARTICLE 7.: OFFICERS

**7.1 Number; Titles.** The officers of the corporation shall be elected by the Directors from among the members of the Board of Directors and shall be a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except the offices of president and secretary shall not be held by the same person.

**7.2 Election.** The Board of Directors at its first meeting after each annual meeting of Members shall choose a president, a secretary, and a treasurer, all of whom shall be members of the Board.

**7.3 Other Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.



**7.4 Salaries.** The salaries of all officers of the corporation, if any, shall be fixed by the Board of Directors; provided, however, that no compensation shall be paid to any officer during the period of Declarant Control of the Association.

**7.5 Term of Office; Removal.** Each officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal from office. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer become vacant for any reason, the vacancy may be filled by the Board of Directors.

**7.6 President.** The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe. The initial president shall be Aaron White.

**7.7 Secretary.** The secretary shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. He shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. The initial Secretary shall be Hunter Connelly.

**7.8 Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, he shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The initial Treasurer shall be Jeremy Batson.

**7.9 Amendments to Declaration.** All amendments to the Declaration may be prepared by either the President or the Secretary, shall be executed by the President and certified by the Secretary, and may be recorded by either of such officers.

## **ARTICLE 8.: MISCELLANEOUS PROVISIONS**

**8.1 Reserves.** In addition to reserves required by the Declaration, there may be created by resolution of the Board of Directors such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to repair or maintain any portion of Condominium, or for such other purposes as the Directors shall think beneficial to the corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.



**8.2 Checks.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**8.3 Fiscal Year.** The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

**8.4 Seal.** The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

**8.5 Indemnification.** The corporation shall indemnify any Director, officer, or employee, or former Director, officer, or employee of the corporation, against expenses actually and necessarily incurred by him, and any amount paid in satisfaction of judgments, in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, officer, or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any Directors, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the corporation that such settlement be made and that such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled by law or under bylaw, agreement, vote of Members or otherwise.

**8.6 Inconsistencies and Compliance with Statute.** In the event these Bylaws shall be inconsistent with the Declaration, then the Declaration shall be controlling. These Bylaws are intended to comply with the requirements of the Tennessee Condominium Act of 2008, Chapter 27 of Title 66, Tennessee Code Annotated, as it may be amended from time to time. In case any of these Bylaws conflict with the provisions of said statute, it is hereby agreed and accepted that the provisions of the statute will apply.

**8.7 Amendment of Bylaws.** These bylaws may not be altered, amended or repealed except by the affirmative vote of more than fifty (50) percent of the percentage values of those votes entitled to be cast by Members qualified to vote.

**8.8 Table of Contents; Headings.** The table of contents and headings used in these bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

### CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Members of Exchange North Building Association, Inc. on the \_\_\_\_ day of July, 2018.



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Aaron White, Incorporator