

Prepared By:
Glenn G. Dukes, Jr.
Secretary
Rogersshire Homeowners Association, Inc.
5115 Maryland Way
Suite 305
Brentwood, TN 37027
(615) 377-0739

BK 1816 PG 558

**BYLAWS
OF
ROGERSSHIRE HOMEOWNERS ASSOCIATION, INC.**

These Bylaws shall regulate the affairs of the Rogersshire Homeowners Association, Inc. ("Corporation"), subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated, as it may be amended from time to time.

**SECTION 1
OFFICES AND REGISTERED AGENT**

Section 1.01. Registered Office. The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. Principal Office. The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. Other Offices. The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. Registered Agent. The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

**SECTION 2
MEMBERS**

Section 2.01. Admission of Members. Any person may be admitted as a Member of the Corporation by the Board of Directors, provided such person is the Owner of a Lot in the Rogersshire subdivision, as shown on the Plat recorded in the Register's Office for Williamson County, Tennessee, pays the Association fees established by the Board of Directors, is interested in the furtherance of the purposes of the Corporation, and adheres to the terms and conditions as outlined in the Declaration of Restrictive Covenants of the Corporation, which is of record in the Williamson County, Tennessee Register's Office ("Restrictions").

Section 2.02. Rights and Obligations. Each Member, with the exception of the Developer until the Transfer of Control, shall have, and be entitled to, one (1) vote per Lot owned.

Section 2.03. Fees, Dues and Assessments. ~~The Board of Directors may establish assessments and other fees to be paid by Owners as outlined in the Restriction. The resignation, expulsion or suspension of a member, or termination of his or her membership, does not relieve the member from any obligations that the member may have to the Corporation.~~

Section 2.04. Place. All meetings of the Members of the Corporation shall be held at the principal office of the Corporation, or at such other place as may be fixed by resolution of the Board of Directors.

Section 2.05. Annual Meeting. The annual meeting of the Members of the Corporation shall be held as directed by the Directors. At the annual meeting, the members shall elect Directors, receive reports on the activities and financial condition of the Corporation, and transact such other business as may properly come before the meeting.

Section 2.06. Special Meetings. The Corporation shall hold a special meeting of its Members upon the call of the Board of Directors or the President, or upon the written demand(s) to the Secretary by Members holding at least ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 2.07. Notice of Meetings. The Corporation shall notify its Members of the date, time and place of each annual and special meeting of Members no fewer than ten (10), nor more than forty-five (45), days before the meeting date. The notice of a meeting shall also contain such other information which may be required by these Bylaws.

Section 2.08. Waiver of Notice. A Member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 2.09. Quorum. Unless otherwise required by law, fifty percent (50%) of the votes entitled to be cast on a matter must be represented at any meeting of the Members to constitute a quorum on that matter. If, however, such quorum is not represented at any such meeting, the Members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at

the meeting as provided in the original notice.

Section 2.10. Voting Requirements. Except as otherwise provided in these Bylaws, action on any matter voted upon at a meeting of the Members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. However, Directors shall be elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting of the Members at which a quorum is present.

Section 2.11. Action by Written Consent. Action that is required or permitted to be taken at a meeting of the Members may be taken without such a meeting if all Members entitled to vote on the action consent to taking such action without a meeting. If all of such Members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each Member entitled to vote on the action, indicate each signing Member's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes or corporate records.

Section 2.12. Action by Written Ballot. Any action that may be taken at any annual or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Corporation in order to be counted.

SECTION 3 BOARD OF DIRECTORS

Section 3.01. General Powers and Qualifications. All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 3.02. Number of Directors. The Board of Directors shall be comprised of three (3) Director(s), but these Bylaws may be amended from time to time by Board of Directors to increase

or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors. The initial Directors are as set out in the Corporation's Charter.

Section 3.03. Election and Tenure. Directors shall be elected by the members at each annual meeting of the Members, and each Director shall be elected to serve for a term of one (1) year, or until his or her successor is elected and qualifies, subject, however, to the removal of any Director by the members as provided in these Bylaws.

Section 3.04. Regular Meetings. Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 3.05. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 3.06. Notice of Meetings. Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 3.07. Waiver of Notice. If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.08. Quorum and Voting. A quorum of the Board of Directors consists of a majority (but no fewer than two (2)) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws.

Section 3.09. Vacancy. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

- (a) The Members may fill the vacancy; and
- (b) The Board of Directors may fill the vacancy and, if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office. In the event of a conflict between the Members and the Directors regarding the filling of such a vacancy, the vote of a majority of the Board of Directors remaining in office, shall be controlling.

Section 3.10. Removal of Directors. The Members may remove any one (1) or more Directors, with or without cause, by a three-fourths majority vote at any special meeting that is specifically called for that purpose.

Section 3.11. Action Without Meeting. Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 3.12. Indemnification. With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 3.13. Immunity. To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

SECTION 4 OFFICERS

Section 4.01. Required Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one (1) office in the Corporation. All officers must be natural persons and shall be at least eighteen (18) years of age. The initial officers shall be: Glenn G. Dukes, President, Glenn G. Dukes, Jr., Secretary, and M. Travis Duke, Treasurer.

Section 4.02. Election. At the first meeting of the Board of Directors after each annual meeting of the Members, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 4.03. Term of Office. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 4.04. Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

(a) ~~President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation. The President shall also report on the activities and financial condition of the Corporation at all annual meetings of the Members.~~

(b) ~~Secretary. The Secretary shall attend all meetings of the Board of Directors and of the Members of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.~~

(c) ~~Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also report on the activities and financial condition of the Corporation at all annual meetings of the Members.~~

~~Section 4.05. Removal. The Board of Directors may remove any officer at any time with or without cause.~~

~~Section 4.06. Vacancies. Any vacancies occurring in the offices of the President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.~~

~~Section 4.07. Delegation of Powers and Duties. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.~~

~~Section 4.08. Indemnification. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.~~

SECTION 5 RECORDS AND REPORTS

Section 5.01. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, appropriate accounting records, and a list of its Members in alphabetical order by class showing their respective addresses and the number of votes each Member is entitled to vote.

Section 5.02. Records at Principal Office. The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of Members;
- (d) The minutes of all meetings of Members and the records of all actions taken by Members without a meeting for the past three (3) years;
- (e) All written communications to Members generally within the past three (3) years, including the past three (3) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current Directors and Officers; and
- (g) The most recent annual report delivered to the Tennessee Secretary of State.

Section 5.03. Annual Financial Statements. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

SECTION 6 MISCELLANEOUS PROVISIONS

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 6.02. No Seal. The Corporation shall have no seal.

Section 6.03. Notices. Whenever notice is required to be given to Members, Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice sent by mail to Members shall be deemed to have been given when it is

~~mailed:~~ Any other written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage

prepaid; or

(c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 6.04. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

~~Section 6.05. Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.~~

~~Section 6.06. Deposits. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.~~


~~Section 6.07. The terms, restrictions and definitions as set out in the Declaration of Restrictive Covenants for Rogersshire, of record in the Williamson County, Tennessee Register's Office, ("Restrictions") shall be controlling herein.~~

SECTION 7

~~AMENDMENT OF BYLAWS~~

~~Section 7.02. By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting, unless the Directors waive such consent. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.~~

These Bylaws were duly adopted on March 19, 1999 by the Board of Directors for the Corporation.




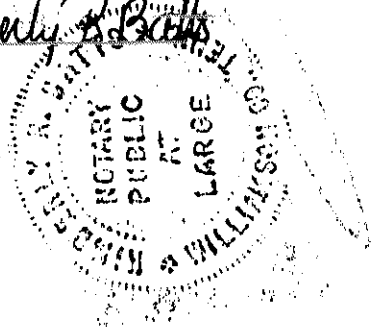
Glenn G. Dukes, Jr.
Secretary

STATE OF TENNESSEE:
COUNTY OF WILLIAMSON:

On this the 19th day of March, 1999, before me personally appeared Glenn G. Dukes, Jr., Secretary of Rogersshire, LLC, Incorporator of the Rogersshire Homeowners Association, Inc., a Tennessee non profit corporation, the within named bargainor, personally known to me and who executed the foregoing instrument in his corporate capacity only, and acknowledged that he executed the same as his free act and deed for the purposes contained therein.

WITNESS my hand, at office, this the 19th day of March, 1999.

My Commission Expires: 2/28/2004

Notary Public 


State of Tennessee, County of WILLIAMSON
Received for record the 22 day of
MARCH 1999 at 1:30 PM. (RECH 314180)
Recorded in official records
Book 1816 pages 558- 566
Notebook 61 Page 438
State Tax \$.00 Clerks Fee \$.00,
Recording \$ 38.00, Total \$ 38.00,
Register of Deeds SADIE WADE
Deputy Register PAMELA GREER