

Karen Johnson Davidson County
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BY-LAWS OF NASHBORO VILLAGE SITES 8, 9, AND 10 HOMEOWNERS ASSOCIATION
AS APPROVED AT THE 2019 ANNUAL MEMBERSHIP MEETING

ARTICLE I

NAME AND LOCATION

The name of the corporation is Nashboro Village Sites 8, 9, and 10 Homeowners Association, a Tennessee corporation (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at the address of the current management company, but meetings of members and directors may be held at such place within the State of Tennessee, County of Davidson, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Annual Assessments" shall mean the annual fee established by the Board to cover anticipated expenses for the operation of the Association which is to be paid by the Members at a time and in a manner established by the Board.

Section 2. "Association" shall mean and refer to Nashboro Village Sites 8, 9, and 10 Homeowners Association (known informally as the Nashboro Woods Homeowners Association), its successors and assigns, a Tennessee not-for-profit corporation, which has as its members all owners of lots located on the parcel.

Section 3. "Board" shall mean and refer to the Board of Directors of the Nashboro Village Sites 8, 9, and 10 Homeowners Association.

Section 4. "By-Laws" shall mean the By-Laws of the Nashboro Village Sites 8, 9, and 10 Homeowners Association as adopted by the Board of Directors of the Association and as amended from time to time by the Members.

Section 5. "Common Area" shall mean those areas that are designated as common areas or open space on the Plat of Nashboro Village Sites 8, 9, and 10 of record in Book 5200, page 186, Register's Office for Davidson County, Tennessee (RODC).

Section 6. "Declaration" shall mean the Declaration of Covenants and Restrictions dated June 11, 1974, of record in Book 4827, page 14, RODC, and pertaining to the Nashboro Village Development. This original and governing document has been modified by the Supplemental Declaration of Covenants and Restrictions dated April 26, 1979 of record in Book 5465, page 561, RODC, and amended by the Amendment to Supplemental Declaration of Covenants and Restrictions dated March 31, 1980, of record in Book 5588, page 429, RODC.

Section 7. "Lot" shall mean and refer to any subdivision lot situated in Nashboro Village Sites 8, 9, and 10 designated and intended for use and occupancy as a residence for a Single Family.

Section 8. "Lot Owner" shall mean the person or persons whose estates or interests, individually or collectively, aggregate fee simple ownership of a Lot. Lot Owner shall not mean the mortgagee unless and until the mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 9. "Management Company" shall mean and refer to an individual, company or corporate entity hired by the Board to manage the day to day operation of the Association and under contract to provide such services as shall be designated by the Board.

Section 10. "Majority" or "Majority of Lot Owners" shall mean the owners of more than fifty percent (50%) of the Lots in Nashboro Village Sites 8, 9, and 10.

Section 11. "Member" shall mean any Lot Owner entitled to membership as provided in the Declaration.

Section 12. "Member in Good Standing" shall mean those Members who are current in payments of Annual Assessments and/or Special Assessments to the Association and have not otherwise had the Member in Good Standing status removed by the Board.

Section 13. "Parcel" shall mean the individual tracts shown a part of the real property depicted on the plat of Sites 8, 9, and 10 of Nashboro Village of record in Book 5200, page 186, RODC.

Section 14. "Person" shall mean a natural individual, corporation, partnership, sole proprietor, trustee, or other legal entity capable of holding title to real property.

Section 15. "Plat" shall mean the plat of Sites 8, 9, and 10 of Nashboro Village of record in Book 5200, page 186, RODC.

Section 16. "Principal Office of the Association" shall mean the location designated from time to time by the Board but shall normally mean the local (Nashville area) office of the Management Company under contract with the Board.

Section 17. "Rental Property" shall mean a residential property owned by a Member who rents or leases the property.

Section 18. "RODC" shall mean Register's Office for Davidson County, Tennessee.

Section 19. "Rules of Order" shall mean those formal rules adopted by the Board by which Annual and Special Meetings of the Association are governed.

Section 20. "Short Term Rental Property" or "STRP" shall mean a residential dwelling unit that is rented, wholly or partially, for a fee for a period of time of less than 30 days.

Section 21. "Single Family" shall mean an individual, or two or more persons related by blood, marriage or law, or, unless otherwise required by federal or state law, a group of not more than four unrelated persons living in a dwelling unit. Servants and temporary non-paying guests having common housekeeping facilities with a family are part of the family for the purposes of this definition.

Section 22. "Single Family Residence" shall mean a home, house or dwelling unit used for the residential occupancy of a Single Family.

Section 23. "Sites 8, 9, and 10" shall mean and refer to the real property depicted on the Plat of Sites 8, 9, and 10 of Nashboro Village, of record in Book 5200, page 186, RODC.

Section 24. "Special Assessment" shall mean those monies established from time to time by the Board and to be paid by the Members to cover the cost of various expenses outside the scope of the regular Annual Assessment.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meetings of the Members shall be held each year during the month of April, on a day and at a time and place to be fixed by the Board. If in any given year the Board cannot schedule the annual meeting during the month of April, the Board may schedule the annual meeting during the month of May. Only Members current in their dues and in good standing may exercise the privilege of voice and vote at annual meetings.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of Members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, no less than fifteen (15) days nor more than thirty (30) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence of Members in good standing or of proxies entitled to cast twenty-five percent (25%) of all the votes of Members in good standing shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5. Proxies. At all meetings of Members, each Member in good standing may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary.

Section 6. Governance of Annual and Special Meetings. Annual and Special meetings of The Association shall be conducted and guided by the current edition of the Democratic Rules of

Order. The Board may select and appoint a parliamentarian to advise and in the implementation of the Democratic Rules of Order.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number; Election; Term of Office. The affairs of this Association shall be managed by a Board of Directors consisting of five (5) Directors. A Director must reside within Sites 8, 9, & 10 and be in good standing with the Association. Directors shall serve three year terms and shall be elected at the regular annual meeting of Association Members by a vote of the Members. Directors shall be elected on a 2/2/1 rotating basis in any three year period. In the first year of such a three year period, two Directors shall be elected for three year terms. In the second year of such a three year period, two Directors shall be elected for three year terms. In the third, and final, year of such a three year period, one Director shall be elected for a three year term.

Section 2. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, the successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of the predecessor.

Section 3. Compensation. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of duties.

Section 4. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the approval of all the Directors. Upon approval, such action shall be documented and shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination and Nominating Committee. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who may be a member of the Board of Directors, and two or more Members of the Association who are not Board members. The Nominating Committee shall be appointed by the Board of Directors to serve until the close of the next annual meeting. The Nominating Committee may make as many nominations for election to the Board of Directors as it deems appropriate. Members of the Nominating Committee must reside in, and be Members in good standing with, the Association.

Section 2. Election to the Board of Directors Shall be by secret written ballot. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and these By-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and hour as may be fixed by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, on not less than three (3) days' notice to each Director. Any Director may waive notice of a meeting, or consent to the holding of a meeting without notice, or consent to any action proposed to be taken by the Board without a meeting. A Director's attendance at a meeting shall constitute his waiver of notice of said meeting.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Open Directors Meetings. Board meetings shall be open to attendance by any Member in good standing with the Association without voice or power of vote.

Section 5: Executive Session. The Board of Directors may adjourn to Executive Session at any time during a Board meeting. Such session shall be declared by the President or a majority of the Board. During an Executive Session only Members of the Board and others permitted by the Board may be present during the session. Executive Session may be called to discuss matters deemed to be unsuitable for discussion at an open meeting. Prior to adjourning to Executive Session, the Board shall announce the purpose of the session and no other business may be discussed in that Executive Session.

ARTICLE VII

POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof; and

(b) suspend the voting rights, and right to use of the Common Area and facilities by a Member for any period during which any assessment against the Lot remains unpaid; and for a period not to exceed sixty (60) days, for any infraction of its published rules and regulations; and

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration; and

(d) declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) exercise all remedies available at law or equity to enforce the Rules, Regulations, and Bylaws of the Association. Such remedies include, but are not limited to, injunctive relief. Should the Association prevail in any court of law or equity against the Member or any other party bound by these Rules, Regulations, and Bylaws, the Association shall be entitled to an award of its reasonable attorney fees.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) maintain a complete record of all of its acts and corporate affairs; and to make these records available at a special meeting when such records are requested in writing by one-fourth (1/4) of the Members who are entitled to vote; and

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed; and

(c) as more fully provided in the Declaration, to:

i. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

ii. send written notice of each assessment to every Member subject thereto at least thirty (30) days in advance of each annual assessment period; and

iii. foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law against the owner personally obligated to pay the same; and

(d) issue, or to cause an appropriate officer to issue, upon demand by any Member or former Member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment; and

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association; and

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

(g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Association shall be elected annually by the Board, and each shall hold office for one (1) year unless such officer shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointment. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) **President** – The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all leases, mortgages, deeds and other written instruments.

(b) **Vice President** – The Vice President shall act in the place and stead of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

(c) **Secretary** - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; shall serve notice of the meetings of the Board and of the Members; shall keep appropriate current records showing the Members of the Association, together with their addresses; and shall perform such other duties as required by the Board.

(d) **Treasurer** – The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an audit of the Association's books to be made whenever deemed appropriate by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

(e) **Assignment of Duties** – The Board may assign the duties of any officer to the management company.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. The Architectural Committee shall

consist of at least three (3) non-Board Members of the Association. The Architectural Committee Members and Nominating Committee Members shall be appointed by the Board, and may at any time and for any reason be removed by the Board. The Architectural Committee shall provide a recommendation to the Board regarding any proposed architectural changes to a property, including in-ground or above-ground pools and new or changes to existing sidewalks and driveways. Such recommendation shall be provided to the Board no later than 15 days following submission. The Board shall have final approval or disapproval of any proposed architectural changes.

ARTICLE X

BOOKS AND RECORDS

The governing documents, books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member at the office of the management company or other location as designated by the Board.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and shall bear a late charge in an amount to be fixed from time to time by the Board of Directors. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate often per cent (10%) per annum. The Association may bring an action at law against the Lot Owner personally obligated to pay the same or foreclose the lien against the property, and late charges, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Lot Owner may waive or otherwise escape liability for

the assessments provided for herein by nonuse of the Common Elements or abandonment of his Lot.

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

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 Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall be fixed by the Board of Directors.

Section 2. Short Term Rental Properties (STRP). There are two types of STRPs, Owner Occupied and Not Owner Occupied.

a. SHORT TERM RENTAL PROPERTIES - OWNER OCCUPIED are residences in which the lot owner occupies the dwelling as their primary residence and contains not more than four sleeping rooms that may be used and/or advertised through an online marketplace for rent for transient occupancy by guests. Lot Owners may operate Short Term Rental Property – Owner Occupied provided that the lot owner must utilize the property as the primary residence and:

- (1) must be a natural person or persons;
- (2) may not be a limited liability entity, including without limitation a corporation or limited liability company; and
- (3) may not be an unincorporated entity, including without limitation a partnership, joint venture, or trust.

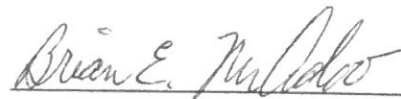
Furthermore, they shall comply with all pertinent Metro Nashville Codes and Ordinances, all

Covenants and Restrictions and the By-Laws of Nashboro Village Sites 8, 9 and 10 Homeowners Association, and they must be properly permitted by the Metro Nashville Codes Administration.

The owner of any STRP authorized under these By-Laws must provide a copy of the current Metro Codes permit to the Homeowners Association.

b. SHORT TERM RENTAL PROPERTIES – NOT OWNER OCCUPIED are dwellings that are not occupied by the owner as the primary residence and are used and/or advertised through an online marketplace for rent for transient occupancy by guests. No residence shall be utilized as a Short Term Rental Property – Not Owner Occupied, with the exception that any residences properly permitted by Metro Nashville Codes Administration at the time these By-Laws are filed with the Davidson County Register of Deeds are expressly “grandfathered,” so long as that lot is properly permitted and owned by the same owner as of that date. Upon any loss of permit for such usage or change in ownership for any reason, that lot shall lose its status as a “grandfathered” Short Term Rental Property – Not Owner Occupied, and such usage shall no longer be authorized. All Short-Term Rental Properties – Not Owner Occupied that have a “grandfathered” status are required by Metro Nashville to have an operating permit. The owner of any STRP authorized under these By-Laws must provide a copy of the current Metro Codes permit to the Homeowners Association.

Dated: May 31, 2019



BRIAN E. McADOO
President, Board of Directors
Nashboro Woods HOA

Prepared by: Brian E. McAdoo