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By-laws of Nashboro Village Sites 8, 9, and 10 Homeowners Association -- Page 1
Recognized at the May 2016 Annual Homeowners meeting as the current by-laws

BY-LAWS
OF
NASHBORO VILLAGE SITES 8, 9, AND 10
HOMEOWNERS ASSOCIATION

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 2250 Murfreesboro Road, Nashville, Davidson County, Tennessee, but meetings of members and directors may be held at such place within the State of Tennessee, County of Davidson, as maybe be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Nashboro Village Sites 8, 9, and 10 Homeowners Association, its successors and assigns.

Section 2. "Board" shall mean and refer to the Board of Directors of Nashboro Village Sites 8, 9, and 10 Homeowners Association.

Section 3. "Common Area" shall mean and refer to that area designated as common area or open space on the Plat of Sites 8, 9, and 10 of Nashboro Village, of record in Book 5200, page 186, Register's Office for Davidson County, Tennessee.

Section 4. "Declaration" shall mean and refer to the Supplemental Declaration of Covenants and Restrictions as to Sites 8, 9, and 10 of Nashboro Village, of record in Book 5465, page 561, Register's Office for Davidson County, Tennessee.

Section 5. "Developer" shall mean and refer to 2154 Trading Corporation, its successors and assigns.

June 12, 2018
Union Hillside Nashboro Woods HOA
AKA Nashboro Village Sites 8, 9, + 10 HOA

Section 6. "Lot" shall mean and refer to any lot situated on Sites 8, 9, and 10 of Nashboro Village, designated and intended for use and occupancy as a residence by a single family. A single family (home, house, or dwelling) shall be defined so as to be consistent with the Tennessee Code Annotated and the Codes of Metropolitan Government of Nashville and Davidson County. The definition of a single family home shall expressly exclude any short term accommodations (hotel, motel, inns), or large scale rental accommodations (rooming or boarding houses, apartments). Violations of this section shall be subject to the fine table imposed in Article VII, Secioin 2(h.).

In order for a tenant to receive the appropriate benefits of the Association (i.e. pool key, etc.), each homeowner is responsible for providing the names and reasonable contact information for any tenant residing at the property to the Board and any management company utilized by the Association. No pool keys shall be issued without appropriate identification.

If you are compelled to rent your home, only a single family will be acceptable and those individuals must be made aware of the Covenants and Restrictions and the bylaws that travel with that property. The community requests that you submit the renting family information to the management company for communication of second record. If you ignore the single family home status of this community and select to rent/allow multiple individuals to occupy the residence, please refer to the Violation Policy.

Section 7. "Lot Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated on Sites 8, 9, and 10, but shall not mean or refer to a mortgagee unless and until the mortgagee has acquired title pursuant to foreclosure or any proceeding to lieu of foreclosure.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Site 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, Resister's Office for Davidson County, Tennessee.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of the incorporation of the Association on a day and at a time and place to be fixed by the Board, and regular annual meetings of the Members shall thereafter be held during the same month of each year thereafter, on a day and at a time and place to be fixed by the Board.

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, by mailing a copy of such notice, postage prepaid, between 30-15 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. Written notice of any meeting called for the purpose of taking any action authorized under Section 5.03 and 5.04 shall be sent to all Lot Owners no less than fifteen (15) days, nor more than thirty (3) days, in advance of the meeting. At the first such meeting called, the presence of Lot Owners or of proxies entitled to cast twenty-five percent (25%) of all the votes of Lot Owners 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. (5/9/2016)

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

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. (4/10/2017)

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 be elected at the regular annual meeting of Association Members by a vote of the Members, except that, until such time as the First Meeting of Members is held, the Directors (hereinafter call "Members of the First Board") shall be appointed by Developer. Every Director, except for Members of the First Board, shall hold office for a term of three (3) years and then until his successor shall be elected and qualified. Two members of the First Board shall hold office until the first regular annual meeting of the Association Members. Two other Members of the First Board shall hold office until the second regular annual meeting of Association Members, and one other Member of the First Board shall hold office until the third regular annual meeting of Association Members.

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, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 3. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his 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 written approval of all the Directors. Any action so approved shall have the same effect as though taken as a meeting of the Directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall 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 shall 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 prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Members of the Nominating Committee must reside in Sites 8, 9, & 10 and be in good standing with the Association of 8, 9, and 10.

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. 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 homeowner in good standing with the Association without voice or power of vote. (4/10/2017)

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 quests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use the Common Area and facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(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;

(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.

(f) The Board shall have the power to 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 Lot Owner 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 duties of the Board of Directors to:

(a) Cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;

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

(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;

(ii) send written notice of each assessment to every Lot Owner 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;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person, 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;

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

(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 he 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 he replaces.

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 annual audit of the Association's books to be made by a public accountant at the completion of each fiscal year; 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.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Committee, as provided in the Declaration, and a Nominating Committee, as provided in these bylaws. 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 Board shall abide by the recommendation of the Architectural Committee and Nominating Committee unless the Board determines that the Architectural Committee or Nominating Committee have abused its discretion or that the recommendation is inconsistent with any applicable law.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation, and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

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 of ten 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

The fiscal year of the Association shall be fixed by the Board of Directors.