

By-Laws of the Poplar Ridge Homeowners' Association

Article I: Name and Location

The name of the corporation is Poplar Ridge Homeowners' Association, hereinafter referred to as the "Association." The principal address of the corporation shall be located at address of the property management company ~~103 Mathew Lane, Nashville, Tennessee 37215~~, but meetings of members and directors may be held at such places within the State of Tennessee, County of Davidson, as may be designated by the Board of Directors.

Article II: Definitions

Section 1

"Association" shall mean and refer to POPLAR RIDGE HOMEOWNERS' ASSOCIATION, its successors and assigns.

Section 2

"Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3

"Common Area" shall mean all real property (including the improvements thereto) owned by the Association for the common use and enjoyment of the Owners.

Section 4

"Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5

"Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6

"Declarant" shall mean and refer to Poplar Ridge Homeowners' Association~~Weldon Construction Co., Inc.~~

Section 7

"Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded or to be recorded in the Office of the Register of Deeds, Nashville, Davidson County, Tennessee.

Section 8

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

Article III: Meeting of Members

Section 1: Annual Meetings

The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held in the first half of the calendar year~~within ten (10) working days of the same day of the same month of each year thereafter, at the hour of 7:30 o'clock, P.M.~~~~If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.~~

Section 2: Special Meetings

Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A 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, at least 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 purposes 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 at the meeting of members entitled to cast, or of proxies entitled to cast, thirty percent (30%) ~~one-half (1/2)~~ of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting on one or more occasions from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. It is permitted to follow the adjournment with an informational meeting with no votes cast and no motions made.

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 or person authorized to accept said proxies. Once the proxy is filed it is valid until expiration of the proxy. The homeowner has the right to revoke the proxy before a vote is conducted. ~~Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.~~

Article IV: Board of Directors: Selection: Term of Office

Section 1: Member

The affairs of this Association shall be managed by a Board of three (3) to seven (7) directors, ~~who need not be members of the Association.~~

Section 2: Term of Office

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter the members shall elect the respective replacement directors for a term of three years.

Section 3: 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~~his-successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of ~~the~~his-predecessor.

Section 4: Compensation

No director shall receive compensation for any service rendered ~~he may render~~ to the Association; however, any director may be reimbursed for ~~his~~ actual expenses incurred in the performance of Association related ~~his~~ duties.

Section 5: 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 at a meeting of the directors.

Article V: Nomination and Election of Directors

Section 1: Nomination

~~Any homeowner residing within the community may self-nominate or submit a nomination of one or more neighbors by contacting a Board member or the property management five (5) days before the annual meeting. The Board or property manager will contact nominated homeowners prior to the annual meeting to confirm willingness to serve. Nominations may be taken from the floor of the annual meeting. All nominees must be present and in good standing. 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. 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. Such nominations may be made only from among members.~~

Section 2: Election

Election to the Board of Directors shall be by ~~secret~~ written ballot or by acclamation. 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 least quarterly ~~bi-monthly~~ without notice, at such place and hour as may be fixed on one or more occasions ~~from time to time~~ by resolution of the Board. ~~Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.~~

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, after not less than three (3) days notice to each director.

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.

Article VII: Powers, ~~and~~ Duties, ~~and~~ Liabilities of the Board of Directors

Section 1: Powers

The Board of Directors shall have 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;
- B. Suspend the voting rights and right to use of the recreational 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 the infraction of published rules and regulations.
- C. Exercise for the Association all powers, duties, ~~and~~ authority vested in or delegated to this Association and not reserved to the membership by other provision 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 meeting 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.

Section 2: Duties

It shall be the duty of the Board of Directors to:

- A. Cause to be kept a complete record of all 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 Class A 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:

- a. Fix the amount of the annual assessments against each Lot at least thirty (30) days in advance of each annual assessment period ;
 - b. Send written notices of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - c. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the 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 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 insurance on property owned by the Association;
- F. Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- G. Cause the Common Area to be maintained.

Section 3: Liability of the Board of Directors and Officers

Section 1. Exculpation. No director or officer of the Association shall be liable for acts or defaults of any other officer or member or for any loss sustained by the Association or any member thereof, unless the same has resulted from their own willful misconduct or gross negligence.

Section 2. Indemnification. Every director, officer, and member of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities (including counsel fees) actually and necessarily incurred or imposed upon them in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which they may be involved as a party or otherwise by reason of them having been an officer or member of the Association whether or not that person continues to be such director, officer, or member of the Association at the time of the incurring or imposition of such costs, expenses, or liabilities, except in relation to matters as to which said person shall be finally adjudged in such action, suit, proceeding, investigation or inquiry to be liable for willful misconduct or negligence toward the Association in the performance of their duties, or in the absence of such final adjudication, any determination of such liability by the opinion of legal counsel selected by the Association. The foregoing right of indemnification shall be in addition to and not in limitation of all rights to which such persons may be entitled as a matter of law and shall inure to the benefit of the legal representatives of such person.

Article VIII: Officers and Their Duties

Section 1: Enumeration of Offices

The officers of this Association shall be a president and 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 on one or more occasions~~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 the officer~~he~~ shall sooner resign, or shall be removed, or otherwise be deemed disqualified to serve.

Section 4: Special Appointments

The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for each period, have such authority, and perform such duties as the Board may, on one or more occasions~~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 replaced.

Section 7: Multiple Offices

The offices of vice-president and secretary or 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 offices are as follows:

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; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice-President

The vice-president shall act in the place and stead of the president in the event of the president's ~~his~~ absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required ~~of him~~ by the Board.

Secretary

The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; 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.

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; keep proper books of account; engage an auditor at the direction of the Board of Directors, ~~cause an annual audit of the Association 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 presented to the membership at its regular annual meeting, and make a copy available to deliver a copy of each to the members.

Assignment of Duties - The Board may assign the duties of any officer to a contracted management company.

Article IX: Committees

The Association shall appoint an Architectural ChangeControl Committee, as provided in the Declaration, ~~and a Nominating Committee, as provided in these By-Laws.~~ In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

Article X: Books and Records

The books, records, and papers of the Association shall be subject to inspection by any member by appointment during reasonable business hours, ~~at all times, during reasonable business hours, be subject to inspection by any member.~~ The Declaration, the Article of incorporation, and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at a reasonable cost.

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 within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 10 percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney' s fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of ~~their~~his Lot.

Article XII: Corporate Seal

The Association shall not have a seal.

Article XIII: 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 ~~., except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.~~

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 XIV: Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.