

RAMBLEWOOD ESTATES RECREATION ASSOCIATION, INC

**BY-LAWS
OF
RAMBLEWOOD ESTATES RECREATION ASSOCIATION, INC.**

Article I: Officers & Responsibilities:

Section 1:

Officers: President, Vice President/Secretary, and Treasurer

Term: Elected annually by Board of Directors and take office immediately

President: Ex Officio member of all committees

Section 2:

President Responsibilities:

- subject to direction of the Board of Directors;
- is Chief Executive Officer of the Corporation;
- appoints other subordinate officers, with Board's approval, when deemed necessary.

Vice President/Secretary Responsibilities:

- performs duties as may be assigned by the Board of Directors or the President;
- keeps minutes of all Association meetings;
- distributes meeting minutes to Board of Directors and to Ramblewood Estates and/or general membership as directed by the Board;
- maintains all distributed Association meeting minutes during his/her tenure;
- must pass such records on to his/her replacement;
- records must be kept for a minimum of seven years;
- issues notice to members or Directors as required by the Association and these By-Laws;
- maintain records of such notice.

Treasurer responsibilities:

- Perform all duties incident to the office of Treasurer, i.e., payroll, taxes, disbursements, make deposits, maintains Association property and liability insurances, etc.;
- maintains all receipts, disbursement, funds and securities of the Corporation during his/her tenure;
- must pass such records on to his/her replacement;
- records must be kept for a minimum of seven years;
- If required by Board, shall give a bond in such sum as the Board requires.

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Section 3:

Subordinate Officers: The President, with Board's approval, may appoint other officers as the Board may deem necessary, i.e., lifeguard manager. They hold office at the pleasure of the Board and perform duties as may be prescribed by the President or the Board.

Article II: Board of Directors

Section 1:

Number of Members: Not less than five (5) or more than sixteen (16).

At inception of Corporation, the Board shall consist of five (5) members named in the Articles of Incorporation.

All officers are ex-officio members of Board.

Section 2:

Executive Committee: Consists of the elected President, Vice President/Secretary and Treasurer. Executive Committee shall have all the powers of the Board between meetings, regular or special.

President shall be a member and chairman of the Executive Committee.

Section 3:

Meetings:

Regular: Board shall meet for transaction of business from time to time at designated place.

Special: May be called by the President or by any three (3) members of the Board for any time and place, provided reasonable notice is given to each Board prior to meeting time.

Section 4:

Quorum:

Directors shall only act as a Board and individual Directors have no power as such;

- Majority of Directors in office shall constitute a quorum for transaction of business;
- Majority of Directors present at regular or special meetings, although less than a quorum may adjourn the same without notice until a quorum is at hand;
- An act of a majority present at any meeting where a quorum exists shall be an act of the Board except as may be otherwise provided by law.

Section 5:

Order of business: The agenda (Order of Business) for Board meetings is determined by the Board. The president, or, in his absence, the Vice President, or, in his absence, a Chairman chosen by the Directors present, shall preside.

Section 6:

Term of Board: The Board members must be elected by the members of the Association to serve a term of one (1) year.

Board Vacancies: Shall be filled by remaining members of the Board by a majority vote. This newly appointed member shall serve the unexpired term of the vacancy.

Section 7:

Annual Report: After the close of the fiscal year, the Board shall submit a report to the members of the Association re. the condition of the Association, its property and an accounting of the financial transactions of the past year.

Article III: Membership

Section 1:

Qualifications: Only persons owning real property in Ramblewood Estates are considered members. Owning real property is defined as “owning in fee simple a purchased lot in Ramblewood Estates.”

Where two or more persons are the joint owners of real property in Ramblewood Estates, one, and only one, shall become a voting member. Only members owning real property in Ramblewood Estates shall be entitled to vote.

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Whenever a member shall cease to own real property in Ramblewood Estates, such member shall automatically be dropped from the membership roll of the Association.

Section 2:

Members: A member shall have no vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Association, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after his/her membership ceases, or while he is not in good standing.

Section 3:

Membership: Each purchaser of a lot in the development owns one share of stock in the Association, provided, however, that only one share of stock will be given for each lot purchased and only one co-owner per lot will be a voting member of the Association.

There shall be the following classes of members:

Basic Member: Is any Ramblewood Estates property owner who has not paid annual maintenance fee(s) assessed by the Board per these By-Laws. The Basic Member does not have voting privileges.

General Member: Is any Ramblewood Estates property owner who has paid the annual maintenance fees assessed by the Board per these By-Laws. The General Member has voting privileges.

Full Member: Is any Ramblewood Estates property owner who has (1) paid the annual maintenance fees assessed by the Board per these By-Laws, (2) paid the one time new member one-hundred dollar (\$100) initiation recreation fee, i.e. pool, etc., and (3) paid the annual recreation fee, i.e. pool, etc. assessed by the Board. The Full Member has voting privileges and use of the recreational facilities constructed, operated and maintained by the Ramblewood Estates Recreation Association, Inc. for the calendar period for which the annual recreation fees are applicable to.

Non Resident Recreation Member: Is a member who (1) does not own real property in Ramblewood Estates, (2) is sponsored by a Basic, a General or Full Member

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and/or approved by the Board of Directors of the Association and (3) has paid a one-time initiation fee of one-hundred dollars (\$100), and (4) has paid the annual non-resident member recreation fee(s) as determined each year by the Board of Directors or by a majority vote of General and Full Members. The non-resident member has (1) no voting privileges and (2) has access to the recreational facilities constructed, operated and maintained by the Ramblewood Estates Recreation Association, Inc. for the calendar period for which the annual recreation fee(s) are applicable to.

Section 4:

Membership Not Transferable: Each member shall be entitled to a certificate or card certifying to his/her membership, which shall be signed by the President, or Vice President, and by the Treasurer of the Association. Membership certificates shall be numbered and registered in the number and order in which they are issued. Membership certificates shall be recorded in consecutive order in a certificate registry kept by the Vice President of the Association. The registry and the certificate shall contain the name of the person holding such certificate, the date of issuance, and street address of the property. Each certificate shall be valid only when held by and registered in the name of a member of the Association, and such certificate shall be subject to the By-Laws currently in force, and such By-Laws shall be considered as and shall be an essential part of the contract between the Association and the member holding such certificate. No membership or certificate of membership may be sold, assigned, or transferred, voluntarily or by will or by operation of law.

Section 5:

Termination of Membership: Whenever any member shall cease to have all of the qualifications necessary for admission to membership in the Association, then such membership shall terminate.

Article IV: Meeting of Ramblewood Estates Recreation Association

Members:

Section 1:

Annual Meetings: There shall be an annual meeting of the members of the Association called within 60 days after the scheduled closing date for the recreation facility (pool). Date, time and location of this meeting shall be communicated to the members. The Board Vice President/Secretary is responsible for ensuring members receive adequate notification of the meeting.

Section 2:

Special Meetings: Special meetings of the members shall be held whenever called by the Board of Directors or by at least four (4) General and/or Full members. Notice of each special meeting, stating the time, place, and in general terms the purpose of purposes thereof, shall be sent per Article VII Notice Section I of all members at least ten (10) days prior to the meeting.

Section 3:

Proxy: Every General and Full Member may cast one vote, either in person or by proxy, for each lot owned in fee simple by that particular member, solely or jointly.

Section 4:

Quorum: At any meeting of the members, a quorum shall consist of General and Full Members owning, jointly or solely, in fee simple or members representing such members, the number of elected board members plus an equal number of non-board voting members plus one (1), present either in person or by proxy, and a majority in amount of such quorum shall decide any question that may come before the meeting.

ARTICLE V: Loss of Property

Section 1:

The Board of Directors or the Association shall not be liable or responsible for the destruction or the loss of or damage to the property of any member or the guest of any member, or visitor, or other person.

ARTICLE VI: Maintenance Charges

Section 1:

The Recreation Association will be responsible for the cost of maintenance, upkeep, and repairs on the recreational facilities. Only those Ramblewood Estates property owners who have paid current assessments shall be eligible to use the recreation facilities.

The Board of Directors of Ramblewood Estates Recreation Association, Inc., elected pursuant to the By-Laws of the Association, shall be responsible for seeing that the necessary maintenance, repairs and upkeep are performed. Records of all expenses incurred in said repairs shall be kept and each member lot-owner (one share per lot) shall contribute his prorated share of the cost of the repairs performed.

Every six (6) months, the Board of Directors of the Association shall decree a maintenance assessment for the previous period, based upon the cost of repairs for that period and/or the value of the major maintenance fund. Within thirty (30) days after the assessment decree, each lot owner will pay to the Association his lot's prorated share of the previous period's maintenance assessment.

Section 2:

The Maintenance Fund may be used:

1. For development, construction, and maintenance of recreational facilities in Ramblewood Estates and,
2. For incidental and allied expenses related to the development, construction, and maintenance of said recreational facilities.

Section 3:

Dues: The Board of Directors of the Association may fix the dues of members which dues must be paid timely in order to be a General Member or Full Member in the Association.

ARTICLE VII: Notice

Section 1:

Notice: Whenever, according to these By-Laws, a notice shall be required to be given to any member or Director, it shall not construed to mean personal notice, but such notice may be given either by:

1. In writing by depositing same in a post office in Madison County, Tennessee, in a postpaid, sealed wrapper, addressed to such member or Director at his address as the same appears on the books of the Corporation, and the time when such notice is mailed shall be deemed the time of giving of such notice, of
2. By email, face book or other electronic communication technology available to Association members or Directors at the same electronic communication address as appears on the books of the Corporation, and the time when such notice is mailed shall be deemed the time of giving of such notice.

Section 2:

Waiver of Notice: Any notice required to be given by these By-Laws may be waived by the person entitled thereto.

ARTICLE VIII: Fiscal Year

Section 1:

The fiscal year of the Corporation shall begin on the 1st day of January, and terminate on the 31st day of December of each year.

ARTICLE IX: Amendments

Section 1:

Amendment Procedure: These By-Laws may be amended, at regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that these provisions of these By-Laws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Restrictive Covenants may not be amended except as provided there in.

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Section 2:

Resolution of Conflicts: 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 Recorded Restrictive Covenants and these By-Laws, the Restrictive Covenants shall control.

Section 3:

Restrictive Covenants Conflict Resolution Process for the Board of Directors:

1. Individual or Individuals are required to contact and discuss their concerns of their neighbor's activity in violation to the restrictive covenants. The objective is to resolve the matter at the lowest level of neighborhood interaction.
2. The Board of Directors will take a request for action against a resident if these conditions are met:
 - a. The request for board action is brought by more than one individual.
 - b. Those requesting board action present the results of their attempt(s) to resolve the violation with their neighbor.
 - c. Those requesting board action provide some documentation of the alleged violation(s).
 - d. The request for board action brought by one individual has shown adequate documentation of the alleged violation(s), adequate notice to the neighbor has been given, and a majority of board votes supports the alleged violation(s).
3. The Board of Directors will study the action request by taking the following actions:
 - a. Review the documented evidence of the alleged violation.
 - b. Hold separate and/or joint meetings with the affected parties in person if they are receptive to a meeting. If the offending party is not responsive, board should proceed with further action.
 - c. For cases where no resolution is obtained through discussion with the affected parties
 - i. Board will seek legal council on the matter.
 - ii. Board could encourage the residents bring the challenge to take legal action on their own under Article XVII of the Restrictive Covenants, or
 - iii. Board could join with the residents bring the challenge in taking legal action under Article XVII of the Restrictive Covenants.

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By-Laws Approved by Members:

I, _____ certified that these
William F. Boller, President of Ramblewood Estates Recreation Association, Inc.

By-Laws were approved at the Annual Membership Meeting held on
October 28, 2017 by the vote of the general membership in attendance.

STATE OF TENNESSEE, COUNTY OF MADISON COUNTY,

On this ____ day of _____, _____, before me personally appeared
_____ to me, known to be the persons described above and who
certified the foregoing instrument, and acknowledged that executing same as his/her free
act and deed.

Notary Public

Title (and Rank)

My commission expires _____