
BELLE RIVE HOMEOWNERS ASSOCIATION, INC.

Brentwood, Tennessee

BY-LAWS

ARTICLE I—NAME AND BOUNDARIES

Section I—The name of the association shall be the Belle Rive Homeowners Association, a non-profit organization, organized and existing under the laws of the State of Tennessee as provided by the Tennessee General Corporation Act.

Section II—The territory of the Association shall be the subdivision known as "Belle Rive", divided into seventy-seven (77) residential lots as recorded in Plat Book 6, page 109, Register's Office for Williamson County, Tennessee.

ARTICLE II—PURPOSE

The purposes of this corporation are as stated specifically in its Charter and are reiterated here as follows:

—To operate exclusively for charitable and educational purposes and to promote the social welfare of the area.

—To promote good government at all levels, and to represent the membership before duly constituted government authorities in matters of common interest and concern.

—To promote a good public school system and to represent the membership before school authorities on matters of common interest and concern.

—To promote and enhance the attractiveness and beauty of the area by improving and maintaining surrounding areas.

—To cooperate with, and seek the cooperation of all, duly constituted governmental, educational, and civic organizations.

—To promote the social life of the areas by sponsoring and promoting appropriate activities for membership.

—To welcome all new residents and to acquaint them with the association and facilitate their meeting of the residents.

—To provide the means for implementing any program of common concern or benefit to the membership, upon request and approval of a quorum of the members.

ARTICLE III—MEMBERSHIP

Section I—The association shall welcome as a member any household within the specified boundary. Each member household shall have two (2) votes.

Section II—Each member household of the association shall pay dues to the Treasurer annually, in an amount to be determined by a majority vote of a quorum of the members. This amount shall be reviewed and voted upon annually. Dues shall be payable by November 1st of each year.

Section III—Funds shall be deposited in any recognized bank which maintains an office in the city of Brentwood, TN (Williamson County). All income shall be deposited in the bank account and expenditures or transfers shall be by check.

Section IV—The membership year shall be from November 1st through October 31st being a full fiscal year.

Section V—Dues are non-refundable. New memberships after May 1st of a fiscal year will be assessed 50% of the regular yearly dues for the remainder of the fiscal year in which they join.

ARTICLE IV—ASSOCIATION'S YEAR AND MEETINGS

Section I—The association year shall be from November 1st of each year until October 31st of the following year.

Section II—One annual membership meeting shall be held in October of each year and every effort will be made to promote attendance. An announcement shall be made at least two (2) weeks in advance of the meeting, by distributing written notices to each active member household. Other residents may attend regular meetings but may not vote. Meetings shall be held at time and place convenient to the community, as directed by the President.

Section III—Special meetings of the membership may be called by the President or six (6) or more members having requested such a meeting of the President. Written notice stating the place, day, hour, and the purpose of such meeting shall be delivered to the member household at least seven (7) days prior to such special meeting. Emergency meetings, if necessary, may be called by the President and member households will be notified in the most expeditious manner.

Section IV—A quorum shall consist of those members present in attendance (a minimum of 10% of member households must be represented) at any meeting of the association.

Section V—The order of business at the annual meeting will be:

1. Reading and approval of minutes of last meeting.
2. Report of the Treasurer and approval of annual dues.
3. Reports of the committees.
4. Unfinished (old) business.
5. New Business.
6. Election of Officers.
7. Membership "get acquainted" period.

Section VI—Robert's Rules of Order, Revised, shall be the parliamentary authority for this association.

ARTICLE V—OFFICERS

Section I—The officers of the association will be elected at the Annual Meeting of the membership. The President shall appoint a "nominating committee" of no less than three and no more than five members, no later than September 1st of each year. The Nominating Committee shall nominate one member for each board position and shall give the list of nominees to the President no later than September 15th of the year. The officers shall be elected by a majority vote of a quorum of the members present after the membership has been given an opportunity to present additional nominees from the floor. Nominations will be accompanied by a statement that the nominee has agreed to serve, if elected.

Section II—The officers of this association and their respective duties shall be as follows:

- a. **President**—The President shall preside at all meetings of the membership and shall sign all certificates, agreements, and other instruments of the association. The President is responsible for notification to the members of all meetings.
- b. **Vice-President**—The Vice-President shall be designated to assist the President. In the event of the absence or incapability of the President, the Vice-President shall assume and conduct the duties of the President.
- c. **Secretary**—The Secretary shall record minutes and attendance at all meetings and shall be in charge of the records of the association, as directed by the President.
- d. **Treasurer**—The Treasurer shall be custodian of the association's funds and shall disperse same, as so directed by the Board of Directors. The Treasurer shall notify the members when dues are payable and collect same. The Treasurer shall present a financial report at each meeting and shall prepare a statement of income and expenses to present to the membership at the Annual Meeting.
- e. **Director-at-Large**—The Director-at-Large shall be a member of the Board of Directors and in addition shall perform such other duties as may be assigned him by the President (or by the Directors).

ARTICLE VI—MANAGEMENT OF THE ASSOCIATION

Section I—The management of the association shall be vested with the Board of Directors. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and one Director-at-Large from within the membership of the association, who shall be referred to hereinafter as the Directors.

Section II—The Directors shall be elected by the membership at the Annual Meeting and their term of office shall be for one year. A quorum of the Board of Directors shall be defined as no less than three (3) Directors present.

Section III—The President, with the Directors' approval shall have the power to appoint committees; execute agreements and contracts binding upon the association, upon approval of a majority vote of members present at a meeting; implement programs or special projects beneficial to the association; carry on litigation in the association's name (with the approval of the membership); and expend such funds as are deemed necessary to carry on the business of the Association. The President shall also set the agenda for and preside over the meetings of the Directors and shall report to the membership those actions taken by the Directors.

Section IV—A vacancy on the Board of Directors shall be filled by an appointment by the President with the Directors' approval. The person so appointed shall serve for the balance of the term of the vacated position.

Section V—Whenever a Director is absent from a meeting for any reason the Directors may delegate the powers and duties of the absent Director to any other Director.

Section VI—The Directors shall meet quarterly, or more often if necessary to carry on the business of the Association.

Section VII—The Directors of the Association shall receive no compensation for their services; however, the Board of Directors is empowered to reimburse a Director for properly documented out-of-pocket expenditures made on behalf of the Association.

ARTICLE VII—FINANCIAL RESPONSIBILITY

Section I—Prior to September 30th of the fiscal year of this association, all financial records shall be closed for audit. The President shall appoint an audit committee composed of three association members not serving on the board or a firm to audit the accounts of the Association. The audit committee or firm shall report to the association members at the Annual Meeting on the status of the financial record.

Section II—No bank accounts shall be opened unless specifically authorized by the Board of Directors. All checks over

\$50.00 shall be signed by two (2) of the Directors. Checks for lesser amounts shall be signed by the Treasurer and the President in the Treasurer's absence.

ARTICLE VIII—BY-LAWS AND AMENDMENTS

Section I—These by-laws shall be adopted by a majority vote at the first duly constituted meeting of the Association.

Section II—Amendments to these by-laws or the association charter may be proposed by the Directors or by recommendation of 10% of the members entitled to vote, provided that the proposed amendments are presented to the Directors prior to being submitted to the membership.

Section III—The By-laws and/or charter may be amended by a two-thirds majority vote at the Annual Meeting of the Association or at any specifically called meeting of the Association provided that the proposed amendments shall be in writing and delivered to the membership not less than thirty (30) days prior to said meeting and that a quorum of the membership shall be present at said meeting.

ARTICLE IX—DISSOLUTION

Section I—This Corporation may be dissolved at any time by a two-thirds vote of the membership provided that at least five (5) days notice of the proposal to dissolve has been given to the members.

Section II—In the event of dissolution of the corporation, all remaining assets will be distributed only to corporations which are exempt from taxation under Section 501 of the Internal Revenue Service Code. The Directors will determine the distribution of said funds.