

BY-LAWS for Richwood Hills Neighborhood Association, Inc.

Article I

Section 1. Name

The name of the organization shall be the Richwood Hills Neighborhood Association, Inc. hereinafter referred to as the Association.

Section 2. Purpose

The Purpose of the Association is to promote and enhance the quality of life in the area in terms of land use, environmental impact, safety, public and private services and educational performance and competitiveness of local schools.

Section 3. Objectives

The objectives of the Association are:

- A. To maintain and improve the integrity and worth of the homes and lots located in the area.
- B. To uphold the articles presented in the Declarations of Covenants and Restrictions.
- C. To work closely with homeowners, local businesses, charitable organizations and local government to improve the aesthetic look and appeal of the area and insure beneficial and compatible land use in the area.
- D. To encourage homeowners and residents to maintain and improve their homes and immediate surroundings, and real estate investors with property and business operators to improve their holdings.
- E. To fund upkeep of common grounds in the neighborhood.
- F. To keep residents informed of issues vital to the community and home ownership by appropriate communications and meetings.
- G. To promote community safety and reduction of crime.
- H. To promote and support the positive and constructive use of public land and buildings.
- I. To encourage and support beautification of public and private properties within the community.
- J. To cause or encourage the removal of debris, trash, weeds and the correction of hazardous conditions and unsafe activities in and about the community.
- K. To promote and encourage sound environmental and ecological practices and activities.
- L. To actively support and promote high quality schools in the area.
- M. To actively fund activities which improve the schools in and the residential quality of the neighborhood.
- N. To engage in charitable activities in the community and foster a spirit of community.
- O. To develop, adopt and monitor a neighborhood plan.
- P. To establish standing committees which investigate and make recommendations on all matters related to enhancing quality of life in the neighborhood.

Article II

Section 1. Type of Organization

- A. This Association shall be a non-profit, non-commercial and non-partisan organization.
- B. It may engage in the raising and contribution of funds that will be used to maintain the Association and effectively fulfill the obligations and objectives of the Association.

Section 2. Boundaries and Applicability

These By-laws and each provision shall be applicable to all lots with voluntary homeowners, as defined within the residential subdivisions of RICHWOOD HILLS Sec A, Sec B and GERLAND CREEK PD PH I-7 in the Register's office of Shelby County, Tennessee which is incorporated herein and hereby made a part hereof.

Boundaries are defined as Long Creek Road to the East, E Shelby Drive, to the South, Sand Crossing Cove, to the North and Bayhill Drive to the West. Provided, however; that any person residing in a contiguous area or owning property in the area but not residing in the area may, upon application of the Association, be accepted for membership by the Association.

Article III

Section 1. Eligibility

Membership in the Association is voluntary and shall be open to the owner(s) of a lot , who have become such in compliance with all of the requirements and conditions contained in the Declaration of Covenants, including these By-Laws, shall be entitled to attend and vote at all meetings of the Association. Ownership of a lot in the Richwood Hills Community shall be the sole qualification of the membership of the Association. Membership shall be issued upon payment of annual dues (see also Article III, Section 2 regarding eligibility to vote).

However any person residing or owning property in a contiguous area may, upon application of the Association, be accepted for membership by the Association.

Section 2. Dues

Fiscal year of the Association shall be from January 1st to December 31st every year. Association dues are \$ see below per household membership and are nonrefundable. This amount could change as per the Association needs, but only by a vote of the membership. All memberships expire at the end of each fiscal year. Dues are payable within 30 days of the end of the Association fiscal year and no later than May 1st. If dues are not paid by the due date, the member loses all voting rights and rights to membership until all dues are paid.

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For the 2013 Initiation year, dues will be prorated to \$53.00 per lot or Homeowner and should be paid by June 1, 2013. If paid membership is >51% by December 31, 2013, then the dues shall remain at \$53.00. Otherwise dues will increase to \$106.00. If the dues increase to \$106, then payments can be made twice a year, or quarterly, no later than May 1st and December 1st.

Section 3. Voting Rights

The owner(s) of a lot, shall be entitled to one (1) vote at all meetings of the Association. Where two or more persons own a unit, the vote allocated to that unit shall be cast by the one authorized by such two or more owners, and in the event of failure of such authorization, no vote shall be recorded for that lot. Where only one of two or more owners of a lot is present in person at a meeting, such one shall be presumed to be authorized by all owners of said lot and shall be entitled to cast the vote with respect for that lot. Where one person or group of persons owns more than one lot, such person or group of persons shall be entitled to cast the vote with respect to one (1) vote for each lot owned.

Article IV

Section 1. Place of Meeting

Meetings of the membership shall be held at suitable location(s) convenient to the membership as may be designated by the Board of Directors.

Section 2. Annual Meeting

The annual meeting of the Association shall be held on the day, time, and at location as designated and approved by the Board of Directors. At such meeting, there shall be elected by the members of the Association a new Board of Directors in accordance with the requirements of Article VI of these By-Laws. Regular meetings shall be held each quarter for a total of five (5) meetings per calendar year.

Section 3. Special Meetings.

It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by members representing at least twenty-five percent (25%) of the total number of votes outstanding having been presented to the Secretary, The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated.

Section 4. Notice of Meeting.

It shall be the duty of the Secretary to send a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record at least ten (10) days prior to such meeting.

Section 5. Quorum.

The presence, either in person or by proxy, of members representing at least fifteen percent (15%) of the total votes entitled to be cast (i.e., the Paid Membership) with respect to any question, shall be requisite for, and shall constitute a quorum for the transaction of business at all meetings of members. If the number of members at a meeting drops below the quorum and the question of a lack of a quorum is raised, no business may thereafter be transacted. At least three (3) members from the Executive Board must be present.

Section 6. Adjourned Meetings.

If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may, except as otherwise provided by law adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. Voting

At every meeting of the members, each of the members shall have the right to cast his vote on each question. The vote of members representing a fifty-one percent (51%) majority of the total votes entitled to be cast shall decide any question brought before such meeting, unless the question is one upon which, by express provision of a statute or of the Charter, or the Declaration, or of these By-Laws, a different vote is required, in which case such express provision shall govern and control. In case of votes, which in end with a tie, the President will vote to break the tie. No members shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors, who is shown on the books or management accounts of the Association to be more than sixty (60) days delinquent in any payment due the Association.

Section 8. Proxies

Any member may appoint any other member or any other person permitted by law or by these By-Laws as his proxy. In no event may any member cast more than one (1) vote by proxy in addition to his own vote. Any proxy must be in writing and must comply with all requirements imposed by law or by these By-Laws.

Section 9. Whenever the vote of members at a meeting thereof is required or permitted to take any action in accordance with any statute, the Declaration, or these By-Laws, such meeting and vote may be dispensed with if all Members who would have been entitled to vote upon such action consent in writing to such action being taken.

Article V

Definitions

- A. "Association" shall mean and refer to Pinnacle Point Neighborhood Association Inc.
- B. "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.
- C. By-Laws shall mean and refer to the By-Laws (rules and regulations governing the operation) of the Association.
- D. Declaration shall mean the Declarations of Covenants and Restrictions.
- E. "Lot" shall mean and refer to any plot of land shown upon the recorded Subdivision map of the Properties.
- F. "Owner" shall mean and refer to owner on record, whether one or more.
- G. 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.
- H. Dweller shall mean a person that inhabits a multi-family dwelling situated on a Lot.
- I. Member shall mean those persons entitled to membership in the Association.
- J. Private Street shall mean any street so designated on any recorded Final Phase Plan of the property, and with respect thereto, the owners of Lots served thereby shall be jointly responsible for the maintenance thereof and shall be considered to own an undivided interest therein.
- K. Good standing means current on dues and fees paid to the Association.

Article VI

Section 1. Officers and Executive Committee

- A. The officers of the board shall be the President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer and shall be in good standing thereof. The initial number of directors on the board shall be six (6) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3) or greater than nine (9).
- B. The above officers of the Association shall constitute the Executive/Board Committee.
- C. Executive officers and Committee members shall receive no compensation for their service.
- D. Any officer may be removed by majority vote of the membership for failure to act in the best interests of the Association, or lack of sympathy with the stated purpose of the Association.

Section 2. Election of Officers

- A. The officers shall be elected at the Annual meeting and shall take office 30 days later. The officers shall serve for a term of one year and not to exceed two consecutive terms or until their successors are elected and qualified.
- B. Nominees for office must receive a majority of the votes in each election.
- C. The Executive committee shall present at the annual meeting a slate of nominees for appropriate officers to serve for the election year. Nominations may also be made from the floor.
- D. Eligibility of nominees shall be cleared through the Secretary and Treasurer. To be a nominee or hold an office, members must be good standing in the community and have paid all dues.

Section 3. Vacancy of Elected Offices

In the event of a vacancy of any office, it may be filled by the Executive Board and/or a special election shall be held to elect the vacated position as early as possible.

Article VII

Duties of Officers

A. President

1. Shall preside at all meetings of the Association and the Executive Committee.
2. Shall recommend committee chair persons and cannot serve as a committee chair
3. Shall have general charge of the day to day administration of the Association along with the Executive Board.
4. Shall have the authority to authorize specific actions in promoting the board's policies.
5. Shall be an ex-officio member of all committees.
6. Shall inform members how the meeting will proceed; review the agenda and explain each motion before it is voted upon, and vote to break a tie, according to Bylaws.
7. Shall perform all duties as from time to time may be assigned to him or her by the Association.
8. Shall appoint all ad-hoc committee members.
9. Shall serve as spokesman for the board of directors in most matters relating to general association business (non-profit).
10. Cannot, without specific board approval, borrow funds in the name of the association or otherwise act beyond the scope of the authority established by the neighborhood association, documents and (non-profit) board of directors.

B. Vice-President

1. Shall, in the absence of the President, perform the duties and exercise the powers of the President.
2. Shall perform such other duties and have such other powers as may, from time to time, be assigned to him or her by the Association and/or the President.
3. Shall coordinate committees and report status to the board.

C. Secretary

1. Shall take the minutes of meetings and keep a permanent, accurate record of what has taken place in meetings.
2. Shall record all votes and prepare written minutes
3. Shall keep the minutes of all meetings and proceedings of the Executive Committee and of the members in a book kept for that purpose or in an electronic file
4. Shall give, or cause to be given, all notices necessary and proper correspondents to appropriate parties.
5. Shall keep accurate list of current records showing the members of the Association together with their address.
6. Shall perform all other duties as may be prescribed by the Association or the President.

D. Assistant Secretary

1. Shall, in the absence of the Secretary, perform the duties and exercise the powers of the Secretary.
2. Shall perform all other duties as prescribed by the Secretary.

E. Treasurer

1. Shall receive and deposit in appropriate bank account all funds of the Association.
2. Shall keep full and accurate records (hard copy and electronic copy) of all revenues and expenditures.
3. Shall disburse the funds of the Association only upon authorization according to By Laws
4. Shall co-sign all checks or vouchers and ensure checks have proper signatures according to Financial plan in Article 9.
5. Shall render to the Finance Committee, a quarterly treasurer report which shall account for all financial transactions.
6. Shall prepare all financial reports in accordance to applicable state law and IRS Codes.
7. Shall prepare an annual budget in conjunction with the Executive Committee and a statement of income and expenditures to be presented to the membership at its regular meetings as requested by the Executive Committee.

8. The treasurer's accounts shall be subject, at the direction of the Executive Committee or the Association, to audit.

F. Assistant Treasurer

1. Shall, in the absence of the Treasurer, perform the duties and exercise the powers of the Treasury.
2. Shall perform all other duties as may be prescribed by the Association or President.

G. Executive/Board Committee

1. Shall include the President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
2. Three (3) Lay members (including Committee Chairs) may sit on the board. They can either be elected by the membership or appointed by the Executive Board.
3. Shall exercise all the duties given it by the Association and the By-Laws.
4. Shall act on all matters arising in the intervals between regular and special membership meetings and shall report such action at the next regular meeting of the Association.
5. Shall coordinate the carrying out of the goals and objectives of the membership and administer the goals and objectives of the Association.
6. Shall recommend and submit new policies and changes in By-Laws, for approval by the membership at its next meeting or at special call meetings.
7. Shall meet on call of the president on five (5) days written notice, telephone, or electronic notice.
8. Shall assist the Treasurer in preparing an annual budget for submission to the Association for approval.

Article VIII

Standing Committees

- A. Executive Board/Committee
- B. Block Captains/Neighborhood Watch Committee
- C. Education Programs Committee
- D. Special Events/Beautification
- E. Grievance
- F. Finance

Article IX

Finance

Section 1. The funds of the Association shall be deposited in such bank or other financial institution as the BOD/ Executive Committee shall designate, and shall be withdrawn only upon checks, drafts or order of the Association signed by the designated officers.

Section 2. Financial duties and responsibilities shall be separated so that no one officer has sole control over cash; receipts; disbursement; payroll; reconciliation of bank accounts; etc.

Section 3. A dishonesty coverage/bond in the amount of 25,000 shall be maintained.

Section 4. Audits will be conducted bi-annually by the Finance Committee. Complete Financial reports will be prepared quarterly by the Finance Committee. The Treasurer and Assistant Treasurer cannot Chair the finance committee. External auditor (s) must be approved by the Executive Committee.

Section 5. The receipt of checks or cash shall be accepted and recorded by the Secretary and immediately forwarded to the Treasurer for deposit. The Secretary will record each check/cash payment received in a number receipt book with a duplicate for the payer.

Section 6. The Finance Committee will receive a copy of all deposit reports for review.

Section 7. Disbursements shall require written invoices which must have an approving signature by the President or vice president. Only the Treasurer or Assistant Treasurer may prepare checks. Checks shall require two signatures: the signature of the Treasurer or Assistant Treasurer and President or Chair of the Finance Committee. The Treasurer or Assistant Treasurer shall be the primary signer and the President or Finance Committee Chair shall be the secondary signer.

Section 8. The executive committee shall ratify any expenditure of greater than \$100.00.

Section 9. No Chairperson, Executive Officer or agent shall have the authority, on behalf of the Association, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the membership.

Article X

Dissolution

The Association may be dissolved upon the authorization of the majority of the paid membership. With the dissolution of the Association, the remaining funds in the checking account will be donated to a 501(c) non-profit organization approved by the body.

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Public Books and Records Requirements

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, where copies are available on the website.

Article XI

Conflict of Interests

Whenever an executive officer has a financial or personal interest in any matter coming before the executive Board or Association, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article XII

Grievance Procedures

Any Association member may raise issues or concerns related to policy, programs, or conduct. Members should not raise grievances that are without merit or frivolous or malicious. All members are expected to participate in the grievance resolution process in good faith.

Article XIII

Non-Discrimination

Notwithstanding any provision of these bylaws, the Association shall not discriminate against any officer, applicant, or participant on the basis of sex, race, color, religion, gender orientation, ethnicity or national origin.

Article XIV

Adoption and Amendment of By Laws

The Executive Board shall have the power to amend, alter, make and repeal the bylaws of the Association by majority vote.

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Adoption of Bylaws

Adopted by the Executive Committee by resolution and vote of all officers on the date below:

Print

Signature
Board Director, Richwood Hills Neighborhood Association

Date

Print

Signature
Board Director, Richwood Hills Neighborhood Association

Date

Print

Signature
Board Director, Richwood Hills Neighborhood Association

Date

Print

Signature
Board Director, Richwood Hills Neighborhood Association

Date