BY-LAWS OF

TENNESSEE STONEHENGE, INC.

ARTICLE I

Name and Location

Section 1. The name of the organization shall be the Stonehenge Residents Association (hereinafter Association). It is non-profit and unincorporated.

Section 2. The office of the Association shall be the domicile of the President of the Association.

ARCICLE II

The purposes of the Association shall be to:

Section 1. Promote the health, welfare and safety of the residents within Stonehenge.

Section 2. Promote and enhance the attractiveness, beauty, and value of Stonehenge as well as the individually owned and common properties therein.

Section 3. Promote understanding of and compliance with the “Declaration of Covenants, Conditions and Restrictions for Stonehenge” recorded in the Williamson County Register’s Office Book 212, Pages 92 through 112, and the Charter and By-Laws of Stonehenge, Inc.

Section 4. Inform, and represent but only upon resolution of the members, the membership on matters of public interest affecting Stonehenge, the City of Brentwood, and Williamson County, including but not limited to elections, referendums, voter registration, public utility services, and government.

ARTICLE III

Membership

Section 1. Every person or entity who is a record owner of a fee or undivided interest in any lot which is subject by covenant of record to assessment by Stonehenge, Inc. shall be a member of the Association, however, any such person or entity who holds such interest as security for the performance of an obligation shall not be a member.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by Stonehenge, Inc. the obligation of which assessment is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by the Declaration of Covenants and restrictions to which Stonehenge residential properties are subject and which are incorporated by reference as a part of these By-Laws.

Section 3. The membership rights of any person whose interest in any lot in Stonehenge is subject to assessments, whether or not personally obligated to pay such assessment, may be suspended by action of the Directors of the Association during the period when the assessments remain unpaid; but, upon payment of such assessments, the rights and privileges shall be automatically restored. If the members of the Association have adopted rules and regulations governing the use of common properties and facilities and the personal conduct of any person thereon, the Board of Directors may, by majority vote, suspend the rights of any member for violation of the said published rules and regulations for a period not to exceed 30 days.

Section 4. Any person may be elected to Honorary Membership upon a majority vote of the members after nomination by the Directors. Such persons shall be elected to serve for such period of time as decided by the Directors but such period shall not exceed one year and shall be renewable annually by a majority vote of the members. Honorary members shall not be required to pay assessments and are not eligible to vote and shall not use common facilities except as guests of and when accompanied by Stonehenge residents.

Section 5. Each member shall refrain from acting, speaking or otherwise communicating, representing, or obligating at any time or under any circumstances, the Association in any manner, within or without the Association which is beyond the specific authority granted to them by their position in the Association, or by a majority vote of the members.

ARTICLE IV

Voting Rights

Section 1. Each record owner as defined by Article III shall have one (1) vote regardless of the number of record owners residing in the home. This vote may be split equally among the record owners of each home which may be cast as follows: If each record owner is present, they can each cast their equal share of the vote. If only one record owner is present, it is presumed the record owner present represents the full one vote unless a proxy or absentee ballot executed by the absent member has been presented to the Directors.

Section 2. During committee and Directors meetings each member thereof shall have one (1) vote.

ARTICLE V

Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors which shall consist of nine persons including the officers of the Association as defined in Article VIII.

Section 2. Vacancies in the Board shall be filled by an election by Majority vote of the remaining directors, to hold office until a successor is elected by the Members of the Association who may make such election as soon as practicable after the vacancy occurs by an election at the next annual meeting of the members, or at any special meeting duly called for that purpose.

Section 3. The term of office for the Board of Directors shall be for a period of one year commencing on the first day of January next following the election of officers and directors.

ARTICLE VI

Powers and Duties of the Board of Directors

Section 1. The board of directors shall have power:

1. To call special meeting of the members whenever it deems necessary and it shall call a meeting at any time upon written request of one-fourth of the voting membership.
2. To appoint, remove, and enter into contracts with agents, independent contractors, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Any such contract or agreement shall not exceed a term of one year unless approved by a majority vote of the members of the Association. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever.
3. To collect the assessments or charges referred to in Article III, Section 2.
4. In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.
5. To publish and make known, all actions, resolutions, rules and regulations adopted by the members of the Association or by the Board of Directors.
6. To prepare an annual budget and submit such budget for approval of the members of the Association at the Associations’ November meeting.
7. To review the annual assessment and submit to the members of the Association such recommendations regarding the assessment which the Board deems appropriate.
8. To exercise for the Association all powers, duties, and authority vested in or delegated to the Board by these By-Laws or majority vote of the members of the association.

Section 2. The Board of Directors shall have the authority to expend funds of the Association within the limits of, and for the purposes specified in the budget approved by majority vote of the membership. Expenditures which exceed the budgeted item by not more than ten percent may be undertaken if in the opinion of the majority of the Board it meets the intention of the membership’s approval but the budgeted figure was underestimated due to the lack of information at the time of the budget approval process. Expenditures of up to $500 of urgent nature, which is approved by two-thirds of all directors, may be undertaken without specific approval of the membership if time is of the essence.

ARTICLE VII

Directors’ Meetings

Section 1. A regular meeting of the Board of Directors shall be held at 2:00 P.M. on the first Sunday of February, may, August and November, respectively, provided however the Board of Directors may change the day and hour of holding such regular meetings. No notice of the regular meeting shall be necessary unless the day or hour of such meeting is changed.

Section 2. If the regular scheduled meeting of the Board of Directors shall fall on a holiday, then the meeting shall be held at the same hour on the first Sunday next following which is not a holiday and no notice of such meeting need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two directors after not less than three (3) days’ notice of each director.

Section 4. The transaction of any business at any meeting of the Board of Directors however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the directors not present signs written waiver of notice, or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filled with the corporate records and made part of the minutes of the meeting.

Section 5. The majority of the Board of Directors shall constitute a quorum thereof.

ARTICLE VIII

Officers

Section 1. The officers of the Association shall be a president, a vice-president, a secretary, a treasurer, and an assistant treasurer, all of whom shall be members of the Board of Directors.

Section 2. The officers shall be chosen by popular vote of the members as provided in Article X.

Section 3. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out. The president may be one of the signers on all notes, checks, leases, mortgages, deeds, and other documents and written instruments for and on behalf of the Association.

Section 4. The vice-president shall assist the president in performing all of the duties and responsibilities of the president and shall perform the duties and responsibilities of that office in the absence of the president.

Section 5. The secretary shall keep the minutes and record the votes of all proceedings of the Board of Directors and membership meetings in a book to be kept for the purpose, sign all certificates of membership, keep the records of the Association, record in a book kept for that purpose the names of all members and Honorary members of the Association together with their addresses as registered by such member, issue notices of meetings, and publish and distribute to the members the minutes of the meetings of the directors within five (5) days after the meetings.

Section 6. The treasurer shall:

1. 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, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of the budget.
2. Sign all checks and notes of the Association, provided that such checks and notes shall also be signed by one of the following: the president, vice-president, or assistant treasurer.
3. Keep proper books of account, file or cause to be filed all tax reports and returns, and cause an annual review of the Association books and financial records to be made by the fiscal Committee as of the close of each fiscal year.
4. The newly elected treasurer shall assist the Board of Directors in preparing the proposed annual budget, the annual balance sheet, and an annual revenue and expenditure summary. The treasurer shall present the proposed annual budget to the membership for approval at the November meeting of the Association.

Section 7. The assistant treasurer shall assist the treasurer in performing all duties of the treasurer.

ARTICLE IX

Nominating Committee, Election Committee

Section 1. Election to the Board of Directors shall be written ballot as hereinafter provided. At such election the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of these By-Laws. The person nominated for each vacancy receiving the largest number of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by a Nomination Committee which shall be one of the Standing Committees of the Association.

Section 3. The Nomination Committee shall consist of a Chairman, and two or more members of the Association none of whom shall be a member of the Board of Directors. The Nomination 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 such annual meeting.

Section 4. The Nomination committee shall make as many nominees for election to the Board of Directors as it shall in its discretion determine, but not less than two nominees for each number of vacancies that are to be filled. Such nominees may be made from among members, as the Committee in its discretion shall determine. Nominees names shall be placed on a written ballot as provided in Section 5 and shall be made in advance of the time fixed in Section 5 for the mailing of such ballots to voting members.

Section 5. All elections to the Board of Directors shall be made on written ballot which shall: (a) describe the vacancies to be filled; (b) set forth the names of those nominated by the Nominating Committee for such vacancies; and (c) contain a space for a write-in vote by the members for each vacancy. Such ballots shall be prepared and mailed by the Secretary to the voting members at least fourteen (14) days in advance of the date set for the annual meeting or special meeting called for elections.

Section 6. Each member shall receive as many ballots as he has votes. Notwithstanding that a member may be entitled to several votes he shall exercise on any one ballot only one vote for each vacancy shown thereon.

Section 7. The Election Committee shall consist of a Chairman and not less than four other members none of whom shall be nominees for any vacancy or office.

The Election Committee shall upon receipt of each returned ballot immediately put it in a safe until the day set for the annual or other special meeting at which the elections are to be held. On that day, the external envelopes containing the “Ballot” envelopes shall be removed from the safe place unopened and taken to the place of the election there to be opened and counted by a procedure which the Election Committee shall adopt.

The Election Committee shall:

1. Establish that the number of envelopes cast as a “Ballot” corresponds to the number of votes allowed to the members or their proxy.
2. If the vote is by proxy that a proxy has been filed with the Secretary as provided in Article XI, Section 2, and that such proxy is valid.

The Election Committee shall proceed to the opening of the “Ballots” envelopes and the counting of the votes. If any “Ballot” envelope is found to contain more than one ballot, all such ballots shall be disqualified and shall not be counted. Immediately after the announcement of the results, unless a review of the procedure is demanded by the members present, the ballots shall be destroyed.

ARTICLE X

Section 1. The regular semi-annual meetings of the Association shall be held on the first Sunday in May and November, except the election of Directors and Officers shall be accomplished on the first Sunday in October of each year. At the regular semi-annual meeting in November the newly elected Directors and Officers shall make recommendations regarding the annual assessment and shall present the proposed annual budget for approval of the members of the Association.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice-President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of the votes.

Section 3. Notice of any meeting shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepared to his address appearing on the books of the Association. Each member shall register his address with the Secretary, and notices of the meeting shall be mailed to him at such address. Notice of any meeting regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided however, that if the business of any meeting shall involve an election of officers or directors, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the membership shall constitute a quorum for any action governed by these By-Laws.

ARTICLE XI

Proxies and Absentee Ballots

Section 1. At all meetings of members, each member may vote in person, by proxy, or by executing absentee ballots provided by the Board of Directors prior to the meeting.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale or lease by the members of his home or lot.

ARTICLE XII

Books and Papers

Section 1. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

ARTICLE XIII

Committees

Section 1. The Association, in addition to the standing committees provided for in these By-Laws shall have such committees as the Board of Directors shall from time-to-time appoint.

Section 2. The standing committees shall be as follows:

1. Property & Grounds Committee – responsible for maintenance and improvement of common ground areas and aesthetic appeal of same. This committee will work in harmony with the planning committee regarding future common ground development. The committee shall report any homeowner who may be in violation of regulations promulgated by the Directors or otherwise incorporated into these By-Laws.
2. Activities & Special events Committee – responsible for developing and initiating community participation in social and recreational events which will include all homeowners of Stonehenge. The Committee will strive to develop ideas to encourage social live in Stonehenge.
3. Welcome & Information Committee – responsible for initial contact with all new residents of Stonehenge. The new home owner shall be cordially welcomed to our community, made aware of our structure and acquainted with the Association, and invited to participate and become an active member. The new homeowner shall be presented with a copy of the By-Laws, regulations, privileges, and restrictions. The new homeowner shall be made aware of the importance of our assessment fee and how this fee is spent to better Stonehenge.
4. Planning Committee – responsible for developing programs and initiating ideas and framework for systematic growth of the community. This committee will work closely with all other existing committees.
5. By-Laws Committee – responsible for initiating, establishing, reviewing and revising, at the pleasure of the directors, a working set of By-Laws by which the Stonehenge Association can exist and conduct business meetings.
6. Fiscal Committee – responsible for reviewing and examining all aspects of the financial status and well-being of the Association.

ARTICLE XIV

Amendments

Section 1. These By-Laws may be amended; any action; rule of the board rescinded, at a regular or special meeting of the members, by a vote of a majority of a quorum of the members present in person or by proxy.

Section 2. For the purposes of amending these By-Laws, a quorum shall be two-thirds (2/3) of the total members.

IN WITNESS WHEREOF, we, being all of the Directors of the Stonehenge Residents Association, have hereunto set our hands this \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_, 1981.

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