

MAR 29 1984

~~REGISTERED~~

BY-LAWS of CANDLEWOOD LAKES PROPERTY OWNERS ASSOCIATION
Revised November, 1983

ARTICLE I: NAME

The name of the Association shall be The Candlewood Lakes Property Owners Association, Inc., and may be referred to herein as the Association.

ARTICLE II: MEMBERSHIP

SECTION 1. (a) Active membership shall consist of all owners of dues-paying lots in Candlewood Lakes Subdivision, Hardeman County, Tennessee, who have applied for membership, paid the required dues and any other Candlewood assessments, plus the costs for collection. Inactive members shall be all other property owners.

(b) Active membership shall include use of facilities, including clubhouse, swimming pools, tennis courts, lakes, and all other Candlewood Lakes facilities and amenities, by members, their families and guests, as governed by Rules and Regulations. Inactive membership shall not include the use of facilities and/or amenities by members, their families and guests, but shall not prohibit any property owner from having access to his property and enjoying the use and maintenance of it.

SECTION 2. (a) When any member shall be in default in payment of dues for a period of 30 days from April First each year, or period for which such dues become payable, active membership shall be terminated. Active membership will be reinstated upon payment of all dues and assessments, plus costs for collecting same.

(b) Each property owner shall be entitled to one Membership Certificate. When a lot is owned by two or more parties, each partial owner may pay regular dues to use member facilities.

SECTION 3. The membership may, by resolution, create such other classes of membership as they see fit.

SECTION 4. Except as otherwise provided by statute, the Articles of Incorporation, and these By-Laws, the number, qualifications, rights, privileges, responsibilities, terms of membership, and provisions governing members of any class shall be established by resolution of the Directors to be set forth in the Rules and Regulations of the Association.

SECTION 5. Membership shall terminate by death or sale of the lot for which Membership Certificate was issued.

ARTICLE III: CERTIFICATES OF MEMBERSHIP

The Directors may from time to time prescribe the form and content of any Certificates of Membership which the Association may decide to issue.

ARTICLE IV: DUES

SECTION 1. (a) Each member shall be subject to an annual dues charge of \$48.00, due and payable on April First, commencing in the year following the date the member was accepted into membership of the Association. These monies will be used for the improvement, maintenance and upkeep of all roads and facilities, for the promotion of and protection of the Association, and any other expenses deemed necessary by the Directors, irrespective of whether the privilege of using said areas and facilities is exercised or not.

(b) Each applicant for membership in the Association shall, within ten (10) days following purchase of a lot or lots, pay \$4.00 dues for each full month for said lot(s) until the next April First.

See deed book P-5 pg 200 in reference of this instrument.

- SECTION 2. In the event that any member owns more than one lot, said member shall be assessed an annual dues charge of \$46.00 plus any assessments for each lot, except in the event such member owns adjoining lots for the purpose of one dwelling. In this case such member shall be charged annual dues of only \$46.00 plus assessments for such tract.
- SECTION 3. From time to time, the Board of Directors may determine a different annual dues, or may assess fees to the membership to cover a specific and extraordinary expenditure; however, such changes will require approval by two-thirds vote of the Directors and a simple majority of the active membership voting in a duly called meeting.
- SECTION 4. No dues shall be assessed against lots or property owned or held by the Association, including any lots held by the said Candlewood Lakes Corporation for resale or other purposes, or against any unsold lots or property owned by Candlewood Lakes Corporation to its successors or assigns at the conclusion of the development.

ARTICLE V: FISCAL YEAR

The fiscal year of the Association shall begin on October First in each year and end on September Thirtieth next following, unless otherwise determined by the Directors.

ARTICLE VI: DIRECTORS

- SECTION 1. The property and business of the Association shall be managed by its Board of Directors, which shall consist of nine (9) members, all of whom shall be of legal age, active Candlewood Lakes property owners, active members, and citizens of the United States, and at least three of whom shall have their principal residence in the State of Tennessee.
- SECTION 2. The terms of Directors shall not exceed three years, and Directors shall serve until their respective successors are elected.
- SECTION 3. Each May, three Directors shall be elected to replace those Directors whose terms expire. Elections shall be held at the general meeting in May.
- SECTION 4. Should the number of Directors be changed by amendment to the By-Laws voted by the membership, any additional Directors shall be elected by a majority of the active members present at a duly called meeting.
- SECTION 5. All Directors shall take office on the date of their election. Each Director must be an active member of the Association throughout his term.
- SECTION 6. A majority of the Directors shall constitute a quorum for transaction of business. If fewer than a quorum be present, a majority of those present may adjourn the meeting without further notice until a quorum be obtained.
- SECTION 7. If a quorum cannot be obtained by reason of absence, illness, or other inability of one or more Directors, a majority of the remaining directors may appoint one or more active members to fill such vacancy or vacancies to serve until return of Director(s) or until the next annual election of Directors.
- SECTION 8. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, except as provided in the case of vacancy or vacancies occurring by reason of removal by active members, a majority of the remaining Directors, although fewer than a quorum, may elect a successor or successors for any unexpired term(s). A vacancy shall be deemed to exist whenever the membership shall increase the number of Directors by amendment to the By-Laws, or whenever the active members shall fail to elect Directors.

SECTION 8. A meeting of the Directors may be held without notice immediately following the annual meeting at the same place, provided a quorum is present.

SECTION 9. Committees shall meet at least twice each year, at a date and time set by each Committee. A quorum for committees shall be a majority of its members.

SECTION 10. The President, or in his absence the Vice-President, shall preside over all meetings. The Secretary or, in his/her absence, an Assistant Secretary, shall act as Secretary at all meetings. If such persons are absent, the members shall choose a pro tem official.

ARTICLE X: ELECTIONS

SECTION 1. Each active member shall have one vote. In elections for Directors, any member entitled to more than one vote may cast them cumulatively. When a Certificate of Membership is held in the name of more than one person or in the name of an association, partnership or corporation, only one vote may be cast by virtue thereof in any election or upon any issue.

SECTION 2. Sole voting power is vested in the active members. Each voting member shall vote in person.

SECTION 3. In elections for Directors, voting may be either by ballot or voice vote. Where more than one person is seeking election as Director, voting must be by secret ballot.

SECTION 4. Unless otherwise provided by statute, the Articles of Incorporation, or these By-Laws, a quorum must be present. In event there is no quorum present, a majority of those members may adjourn from time to time without further notice until a quorum be obtained.

SECTION 5. The President shall appoint a Nominating Committee at least thirty days prior to the November general meeting. The Committee shall submit a slate of nominees to the membership at the November general meeting. Additionally, any active member desiring to place a name in nomination and to be included in the annual May general meeting notice, may petition the Secretary at least forty days prior to said meeting. Such petition must contain the signatures of at least ten active members.

SECTION 6. At every election for Directors, the Chairman shall appoint at least two Tellers of Election, who shall take and subscribe an Oath to execute their duties as such in a satisfactory manner, impartially and to the best of their abilities. Thereupon, they shall take charge of the polls and ballots, if any, and after the vote has been taken, shall certify the results thereof.

SECTION 7. If there be a failure to appoint Tellers, or if any Teller appointed be absent or refuse to act, or if his office becomes vacant, the members present may, by majority vote, choose Tellers of Election. No Officer, Director, or candidate for office shall be appointed or serve as a Teller of Election.

SECTION 8. Unless otherwise provided by statute, the Articles of Incorporation, or these By-Laws, the right of voting members to vote, and the right, title and interest of members of any class in or to the Association and its properties and franchises shall be divested upon termination of active membership.

SECTION 9. Any candidate for election may protest the results at the meeting and may demand a recount and be present for such recount. Any protest not voiced at the meeting must be presented to any Director within ten days, after which time ballots will be destroyed.

ARTICLE VII: OFFICERS

- SECTION 1. The Board of Directors, as soon as may be after the election thereof, shall elect from among the Directors a President, one or more Vice-Presidents, a Secretary and a Treasurer, and from time to time, such other agents and employees as may be deemed proper. The offices of Secretary and Treasurer may be held by the same person.
- SECTION 2. Any Director may be removed from office, either with or without cause, at any time, by affirmative vote of the majority of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Directors. The person so designated may serve until the next annual election of Directors.
- SECTION 3. The Officers of the Association shall have such powers and duties as generally pertain to the respective offices, as well as such powers and duties as from time to time may be conferred by the Directors. The Vice-President(s), Secretary or Assistant Secretary, and the Treasurer or Assistant Treasurer, in order of their respective seniorities, in the absence or disability of the President, Secretary or Treasurer, respectively, shall perform the duties of such office, and shall generally assist the President, Secretary or Treasurer, respectively.
- SECTION 4. The President shall preside at all meetings, and shall be an ex-officio member of each committee.

ARTICLE VIII: COMMITTEES

Committees may be appointed by the Board or elected by the membership at any time.

ARTICLE IX: MEETINGS

- SECTION 1. There shall be two stated general meetings of the membership each year: one in May and the other in November.
- SECTION 2. No less than ten days, nor more than forty days notice in writing must be given to the membership prior to the date of a regular general meeting.
- SECTION 3. Notice of general meetings shall be in writing, specifying time and place of such meetings, signed by the President, a Vice-President, Secretary, Treasurer, or other person or persons announcing such meetings. Said notice shall be delivered to each active member entitled to vote, and may be delivered in person or by regular mail postmarked not less than ten days, nor more than forty days before the meeting. Mailing by United States Postal Service to the last known address will meet requirements of notice. Further or additional notice shall be given as required by law or deemed advisable. Members may at any time waive, in writing, notice of the time, place and purpose of any meeting, either in person or by legally authorized Attorney in Fact.
- SECTION 4. General meetings shall be held at the Candlewood Lakes Clubhouse unless otherwise designated by the Directors, and such change shall be stated in the notice of the meeting.
- SECTION 5. A quorum shall be present and verified for each general membership meeting in order to conduct business of the Association. A quorum shall consist of twenty-five voting members.
- SECTION 6. Called general membership meetings may be called by the President with the approval of the majority of the Directors. No fewer than ten days, nor more than forty days notice in writing specifying time and place must be given to the membership prior to the date of such called meeting, and the reason for the meeting must be stated in the notice.
- SECTION 7. The Board of Directors shall meet at least once each calendar quarter, at a date and time to be set by the Directors.

ARTICLE XI: AMENDMENTS

- SECTION 1. The By-Laws of The Candlewood Lakes Property Owners Association, Inc., may be amended, added to, rescinded or repealed at any meeting of the Directors and put into effect, subject to approval of the membership at the next general meeting, and either approved or rescinded by them. Notice of proposed change(s) must be given in the announcement of the general meeting.
- SECTION 2. Amendments to By-Laws may be proposed to membership by any of these additional methods:
(a) By petition signed by twenty members of the Association.
(b) By proposal during a regular meeting of the membership.
- SECTION 3. Amendments may be voted on at any general meeting of the membership, provided notice of proposed changes has been given in the announcement of the general meeting.
- SECTION 4. These By-Laws may be amended or repealed only by a two-thirds vote of active members at any regular or called general meeting of the membership.

ARTICLE XII: AUTHORITY

- SECTION 1. GUIDE, Robert's Rules of Order, newly revised, shall be the order of business at all meetings of the Association.
- SECTION 2. The President shall appoint a Parliamentarian who shall be responsible for Parliamentary Interpretations at all meetings. He shall advise the President concerning Parliamentary procedures on all matters requested by the President.

THE FOREGOING INSTRUMENT WAS FILED FOR RECORDING MAR 29 1984

9:50 am AND NOTED IN NOTEBOOK 38; PAGE C

AND COMPARED.

Gene J. J. J. REGISTERED