

PREPARED BY:  
JOHNSON, MURRELL & ASSOCIATES, P.C.  
150 COURT AVENUE  
SEVIERVILLE, TN 37862

**BY-LAWS OF**  
**WISTERIA PLANTATION CONDOMINIUM OWNERS' ASSOCIATION, INC.**

**NAME AND LOCATION.** The name of the corporation is **WISTERIA PLANTATION CONDOMINIUM OWNERS' ASSOCIATION, INC.**, hereinafter referred to as the "**Association**". The principal office of the corporation shall be located at 4745 Solomon Drive, Strawberry Plains, TN 37871, but meetings of members and directors may be held at such places within the State of Tennessee, County of Knox, as may be designated by the Board of Directors.

**ARTICLE I**

**DEFINITIONS**

**Section 1. "Association"** shall mean and refer to **WISTERIA PLANTATION CONDOMINIUMS OWNER'S ASSOCIATION, INC.**, its successors and assigns.

**Section 2. "Properties"** shall mean and refer to that certain real property known as **WISTERIA PLANTATION CONDOMINIUMS** recorded on map of record in \_\_\_\_\_ Book \_\_\_\_\_, Page \_\_\_\_\_, in the Register's Office for Knox County, Tennessee, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

**Section 3. "Common Area"** shall mean all real property owned by the Association for the common use and enjoyment of the Owners. Said "common area" includes but is not limited to the private roads, easements and right-of-ways in **WISTERIA PLANTATION CONDOMINIUMS**.

**Section 4. "Unit"** shall mean and refer to any deeded condominium unit shown upon any recorded map of the Properties with the exception of any areas designated or dedicated for a street and any areas reserved for future development and not numbered.

**Section 5. "Owner"** shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Unit which is a part of the Properties including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

**Section 6. "Developer"** shall mean and refer to Calvin L. Greene and Traci S. Greene, their successors and assigns.

**Section 7. "Restrictions"** shall mean and refer to the Master Deed applicable to the Properties recorded in Book \_\_\_\_\_, Page \_\_\_\_\_ in the Office of the Register of Deeds of Sevier County, Tennessee.

**Section 8. "Member"** shall mean and refer to those persons entitled to membership as an owner of a Unit in **Wisteria Plantation Condominiums**.

**ARTICLE II**

**MEETING OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the members shall be held on or before the first week of December, 200\_\_, and each subsequent regular annual meeting of the members shall be held as set by the Board of Directors each year.

**Section 2. Special Meeting.** Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

**Section 3. Notice of Meetings.** Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member

entitled to vote thereat, addressed to the member's address last appearing on the books of the Sevier County Tax Assessor's Office, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-half (1/2) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his condominium.

### ARTICLE III

#### BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

**Section 1. Number.** The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association.

**Section 2. Term of Office.** At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

**Section 3. Removal.** Any director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

**Section 4. Compensation.** No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5. Action Taken Without a Meeting.** The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

### ARTICLE IV

#### NOMINATION AND ELECTION OF DIRECTORS

**Section 1. Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating 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 annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

**Section 2. Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Restrictions. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE V

### MEETINGS OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held semi-annually without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday then that meeting shall be held at the same time on the next day which is not a legal holiday.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

**Section 3. Quorum.** A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the board.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

**Section 1. Powers.** The Board of Directors shall have power to:

- (a) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Restrictions;
- (c) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- (e) to take actions determined necessary by the Association Members to be necessary for the betterment of The Vista Condominiums.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) Supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) to collect assessments to maintain the common areas, to wit:
  - (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and
  - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the annual meeting to be approved by the members at the annual meeting; and
  - (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(e) procure and maintain adequate liability and hazard insurance as the Board of Directors deems to be necessary;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

**Section 1. Enumeration of Officers.** The officers of this Association shall be a president, who shall at all times be a member of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Offices.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

**Section 8. Duties.** The duties of the officers are as follows:

#### PRESIDENT

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all written instruments and shall co-sign all checks.

#### SECRETARY

(b) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### TREASURER

(c) The treasurer shall receive and deposit in appropriate bank account all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Association; keep proper books of account; and shall prepare an annual

budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX  
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictions, 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 may be purchased at reasonable cost.

**ARTICLE X  
ASSESSMENTS**

As more fully provided herein, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest per annum from the date of delinquency at the highest rate allowable by law, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of or abandonment of his Unit.

**ARTICLE XII  
AMENDMENTS**

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

**Section 2.** 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 Master Deed and these By-Laws, the Master Deed shall control.

**ARTICLE XIII  
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

**IN WITNESS WHEREOF**, we, being all of the directors of **WISTERIA PLANTATION CONDOMINIUM OWNERS' ASSOCIATION, INC.** have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
CALVIN L. GREENE

\_\_\_\_\_  
TRACI S. GREENE

**CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the duly elected and acting secretary of Wisteria Plantation Condominium Owner's Association, Inc., a Tennessee Corporation, and,

That the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the \_\_\_\_\_ day of \_\_\_\_\_, 2005.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
SECRETARY

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