

BY-LAWS
OF
WINDSOR POINTE PROPERTY OWNERS ASSOCIATION

ARTICLE I

DEFINITIONS

The following terms, as used in these By-Laws are defined as follows:

- (a) "Association" means the Windsor Pointe Property Owners Association, a Tennessee non-profit mutual benefit corporation.
- (b) "Board" means the Board of Directors of the Windsor Pointe Property Owners Association.
- (c) "By-Laws" means the By-Laws of the Windsor Pointe Property Owners Association.
- (d) "Common Property" means any real property from time to time owned or controlled by the Association.
- (e) "Declaration" means the Declaration of Covenants, Conditions and Restrictions of the Developer recorded in Misc. Book 46, Page 131, as amended in Misc. Book 47, Page 305, and Misc. Book 47, Page 307, in the Register's Office for Campbell County, Tennessee, and as may be subsequently amended.
- (f) "Development" means Windsor Pointe, a residential and recreational area, as the same may be shown on maps thereof recorded from time to time.
- (g) "Architectural Control Committee, (A.C.C.)" means a selected group of Owners designated to review building plans for compliance within the Declaration.
- (h) "Lot" means the numbered lots as shown on the recorded subdivision plat of the Property.
- (i) "Owner" means:
 - (1) Any person who holds fee title to a Lot or an undivided interest in fee title to a Lot; or,
 - (2) Any lessee of a Lot under a recorded lease from the Owner of fee title to said Lot for a term of not less than fifty (50) years, in which case the lessor under said lease shall cease to be the "Owner" while said lease is in effect.

ARTICLE II

ASSOCIATION MEMBERSHIP

Section 1. Classes of Membership: There shall be Members and Associate Members.

Section 2. Members: Each Owner shall, by reason of Ownership, become a Member of the Association.

There shall be one "Voting Member" for each Lot regardless of the number of persons who may have any Ownership interest in such Lot, or the manner in which title is held by them and regardless of the number of Lots any person owns. If more than one person shall have an Ownership interest in any Lot, the Voting Member shall be designated in writing at the request of the Association.

Section 3. Associate Members: If not otherwise a Member, the spouse, children, or regular occupant(s) who have the same principal residence as the Member, shall be entitled to Associate Membership in the Association.

Associate Members shall have no vote or right to notice of any regular or special meeting of Members. Associate Members may be elected to the Board, and may serve on committees. Other privileges and duties of Associate Members shall be established from time to time by the Board by resolution. The privileges and duties of Associate Members need not be the same as those of Members.

Section 4. Privileges of Membership: Members and Associate Members shall have a license to use the Common Area subject to the provisions of the Declaration and subject to such other rules and regulations as may be established by the Board.

Section 5. Suspension of Privileges of Membership: The Board may suspend the voting privileges of any Member and/or license of any Member or Associate Member to use the Common Areas for:

a. Any period during which any Association charge on such Member's lot remains unpaid; and/or

b. The period of any continuing violation by such Member or Associate Member of the provisions of the Declaration; and/or

c. A period to be determined by the Board for repeated violations of the By-Laws or the rules and regulations of the Association.

ARTICLE III

TRANSFER OF MEMBERSHIP

When a Member ceases to be an Owner, such person's Membership, and those Associate Memberships existing through relationships to such Member, shall cease, but such Member or Associate Member shall remain liable for all Association charges incurred when he or she was an Owner.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Place of Meetings: Any meeting of the Members of the Association shall be held in the State of Tennessee at such place therein as may be stated in the notice of such meeting.

Section 2. Annual Meeting: The annual meeting of the Association will be called each year by the Board. The first annual meeting was held on July 30, 2005.

Section 3. Special Meetings of the Association: Special meetings of the Association may be called by the Board at any time in the manner herein provided. A special meeting may also be called upon written petition of twenty percent (20%) of the Owners of the Lots. Such petition shall set forth the purpose of the special meeting.

Section 4. Notice of Meetings of the Association: Written notice of the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than forty (40) days before the date of the meeting, personally, by mail, or by e-mail to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the Member at his address as it appears on the records of the Association, with postage prepaid. If e-mailed, such notice shall be deemed received when the notice enters an information processing system and the notice is in a form capable of being processed by that system. The e-mail will be deemed received even if no one is aware of its receipt. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

Section 5. Quorum: A quorum at either a special meeting or the annual meeting shall be a simple majority of the Members entitled to vote at such meeting in person or by proxy. The vote of a majority of the votes entitled to be cast at any meeting at which a

quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by law.

Section 6. Attendance and Proxies: At all meetings of Members, each Member may vote his or her vote in person or by proxy. A Member may attend the meeting by telephone or by electronic means. All proxies shall be in writing and shall be filed with the Secretary. All proxies shall be revocable and shall automatically cease upon conveyance of the Lot by the Member.

Section 7. Removal of Board Members: Members may remove Directors or officers at any annual or special meeting with or without cause upon a vote of a majority of the Members present in person or by proxy at the meeting with quorum established.

ARTICLE V

THE BOARD OF DIRECTORS

Section 1. Powers: The Board shall:

- a. Manage and control the affairs of the Association.
- b. Designate a banking institution or institutions as depository for the Association's funds; and the officer or officers authorized to make withdrawals wherefrom and to execute obligations on behalf of the Association.
- c. Perform other acts the authority for which has been granted herein or by law, including the borrowing of money for Association purposes. A resolution by the Board that the interests of the Association require the borrowing of money shall be sufficient evidence for any person that the borrowing is for a proper purpose. The Board may, if it determines that the same shall be reasonably necessary, assign, pledge, mortgage or encumber any Association property as security for such borrowings, and the Board of Directors may pledge or assign future revenues of the Association as security therefore.
- d. Adopt such rules and regulations relating to the use of Association property, and sanctions for noncompliance therewith, as it may deem reasonably necessary for the best interest of the Association and its Members. The Board shall also employ a sufficient number of persons to adequately maintain Association property. Further, the Board may adopt reasonable rules of order for the conduct of the meetings of the Association, and with reference thereto, on procedural questions upon which no rules have been adopted, the ruling of the Chairman of the meeting shall be final.

e. Adopt an operating budget to be presented for approval by the Members at such annual meeting. Upon approval, the Board shall, taking into consideration other sources of income that the Association may have, levy the annual assessment for each Lot for the following year. Upon the adoption and approval of the budget, the Board shall be bound by the same and shall not vary there from by more than fifteen percent (15%) of the total amount thereof without having called a special meeting of the Association to approve variations. The budget shall be adopted only after the Members of the Association have had a reasonable opportunity to review the same.

f. In its discretion, adopt a fine structure by resolution to assess fines against Members for violation of the Declaration or duly adopted rules and regulations relating to Association property or other matters. Such fines may be collected in the same manner as assessments due to the Association. A copy of the fine structure shall be provided to all Members by mail prior to the assessment of any fine. Fines shall be a maximum of \$20.00 per day per violation.

g. Take all other actions needed to fulfill its obligations under the Declaration, these By-Laws, or under the laws of the State of Tennessee.

Section 2. Number of Directors: The number of Directors shall be not less than five (5). Directors are required to be Members or Associate Members, and may be officers.

Section 3. Term: The Board Members shall serve a term of two (2) years. Initially, the Directors shall be divided into two groups and designated by the Board to serve one (1) or two (2) year terms. Thereafter, the term of office of each Director shall be two (2) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws or law.

Section 4. Election of Board Members:

a. Election of Board Members shall be at the annual meeting or a special meeting called for such purpose as is hereinafter provided. In all elections of Board Members, each Member entitled to vote shall be entitled to as many votes as shall equal the number of votes which he is entitled to cast on any matter other than the election of Board Members multiplied by the number of Board Members to be elected, and he may cast all of such votes for a single Board Member or may distribute them among the number to be voted for, or for any two or more of them, as he may see fit. The persons receiving the largest number of votes for a vacancy shall be elected.

b. Any Member in good standing may file with the Secretary of the Association a statement of his or her candidacy for election as a Board Member of the Association. The Secretary of the Association shall cause notice of each candidacy and a brief biographical statement of each candidate to be included in the notice of such annual meeting.

c. Each Member entitled to vote shall receive one (1) ballot, either written or electronic, for each Lot for which he is the voting Member.

Section 5. Meetings of the Board of Directors: The Board shall meet at least annually. Special meetings of the Board may be called by the President or a majority of the Board and shall be held at such place as the call or notice of the meeting shall designate. Notice of a special meeting may be given in writing or orally at least twenty-four (24) hours prior to the date of said special meeting, or notice thereof may be waived by the Directors in writing. After adoption of a resolution setting forth the times of regular meetings, no notice of such meetings shall be required, or waived, but notice of special meetings of the Board shall be given.

Section 6. Action without Meetings: Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in a writing signed by all of the board Members who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Association. Action may also be taken by vote using email.

Section 7. Quorum: A majority of the Board of directors shall constitute a quorum to transact business of the Board.

Section 8. Vacancies: If any vacancy occurs on the Board during an elected term, such vacancy shall be filled by the Board.

Section 9. Specific-Duties: The Board's duties shall include, but not be limited to, the following:

- a. Facilitating the maintenance of the common area;
- b. Collection of the yearly, quarterly, or monthly assessment fee;
- c. Payment of liability insurance for the Board, Committees, and the common Area;
- d. Enforcement of the Declaration; and
- e. Performance of administrative duties associated with the Association.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Each Director shall be entitled to one (1) vote.

ARTICLE VI

THE OFFICERS

Section 1. Officers: The Officers of the Association shall be the President, one or more Vice Presidents, the Secretary, the Treasurer and such other Officers and assistant officers as the Board may from time to time elect. Officers shall serve at the will of the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers shall be Members or Associate Members of the Association.

Section 2. President: The President shall be the general managerial officer of the Association, except as otherwise determined by the Board, and he or she shall be vested with the powers and duties generally incident to the office of President, except as otherwise determined by the Board, or as may be otherwise set forth in these By-Laws.

Section 3. Vice President: In the absence of the President, or in event of his inability or refusal to act, the Vice President is empowered to act and shall thereupon be vested with the powers and duties of the President. In the event that there is more than one Vice President, the Board shall establish the order in which they serve.

Section 4. Secretary: The Secretary of the Association shall keep the minutes of all meetings of business and other matters transacted at the meetings of the Members and of the Board. He or she shall mail, or cause to be mailed, all notices required under the By-Laws. He or she shall have the custody of the minutes of meetings and the records and shall maintain a list of the Members and their addresses and perform all other duties incident to the office of the Secretary.

Section 5. Treasurer: The Treasurer shall have custody of the funds of the Association, collect monies due, pay the obligations of the Association out of its funds, and perform such other duties as are incident to the office of Treasurer.

Section 6. Removal of Officers, Resignation: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by 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 7. Appointment of New Officers: Any vacant position for an Officer may be filled by the Board.

ARTICLE VII

THE ARCHITECTURAL CONTROL COMMITTEE

The Architectural Control Committee ("A.C.C.") shall consist of three (3) persons, which persons shall be Members or Associate Members of the Association. These Members or Associate Members, once appointed by the Board, shall serve until they resign, are removed, or until they are no longer an Owner in Windsor Pointe. If a vacancy on the A.C.C. occurs, a new Member will be appointed by the Board. The chief purpose of the A.C.C. shall be to review building plans for compliance within the guidelines of the Declaration of Covenants, Conditions, and Restrictions. The A.C.C. will provide a non-voting Board Member to attend meetings and provide status to the Board.

ARTICLE VIII

THE DOCK OWNERS COMMITTEE

The Dock Owners Committee shall consist of three (3) persons, who are Members or Associate Members and dock lot Owners. These Members, once appointed by the Board, shall serve until they choose to resign or are removed or until they are no longer Owners of dock lots in Windsor Pointe. The chief purpose of the Dock Owners Committee shall be to govern and regulate the use of twenty (20) water access lots, D-1 through and including D-20, with input from the A.C.C., as outlined in the Second Amendment to Protective Covenants for Windsor Pointe subdivision. The Dock Owners Committee will provide a non-voting Board Member to attend meetings and provide status to the Board.

ARTICLE IX

PAYMENT OF ASSESSMENTS

The charges or assessments levied by the Association as provided in the Declaration shall be paid to the Association on or before the date fixed by resolution of the Board. Written notice of the charge and the date of payment shall be sent to each Owner at the address last given by such Owner to the Association, with said notice to be

deemed delivered and/or received as set forth in Article IV, Section 4. If any charge levied against any Lot shall not be paid when due, it shall become a lien upon said Lot, and shall remain a lien until paid in full. The Board may bring such actions as it shall determine appropriate at law or in equity, by way of foreclosure of such lien or otherwise, to collect to the amount of said charge, including interest, costs of collection and attorney's fees. The sale or transfer of any Lot shall not affect any lien provided for herein. Upon request, the Association shall furnish a statement certifying that the charges against a specified Lot have been paid or that certain charges remain unpaid, as the case may be.

Neither non-use of common areas nor abandonment of a Lot is the basis for exception for liability of assessments.

Amounts of assessments shall be set by the Board as set forth in the Declaration.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by a majority vote of the Members present at a meeting with a quorum present.

ARTICLE XI

INDEMNITY

a. Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a Director, Committee Member, Officer, or employee of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such Committee Member, Officer, Director or employee is liable for negligence or misconduct in the performance of his or her duties.

b. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any Director, Committee Member, Officer, or employee may be entitled apart from the provisions of this section.

c. The amount of indemnity to which any Committee Member, employee, Officer, or Director may be entitled shall be fixed by the Board of Directors.

ARTICLE XII

ENFORCEMENT OF DECLARATION

The Association has authority to file suit if necessary to require that an Owner abide by the Declaration. The Association shall be entitled to its attorney's fees and costs incurred in such action from the Owner who violated the Declaration.

The undersigned certify that the foregoing By-Laws were adopted by a majority of the Members of the Windsor Pointe Property Owners Association at a properly noticed meeting with a quorum present. All prior By-Laws of the Association are repealed.

This 31st day of May 2013, for and effective June 1, 2013.

Bill High

President

Steve Kozma

Secretary