

**BEFORE THE BOARD OF DIRECTORS OF THE
STILLWATER HOMEOWNER'S ASSOCIATION**

*A RESOLUTION: TO AMEND THE BY LAWS RELATING TO THE
BUILDINGS AND COVENANTS COMMITTEE*

WHEREAS, The By Laws of the Stillwater Homeowner's Association ("Association") provide that there be established a standing Building and Covenants Committee that shall be charged with responsibility for the study of building regulations and covenants and the observance thereof throughout the community;

WHEREAS, The By Laws of the Association further provide for the composition, duties, and purposes of the Building and Covenants Committee;

WHEREAS, The By Laws of the Association provide that the Building and Covenants Committee shall be composed of three (3) members as provided for in the By Laws;

WHEREAS, The By Laws of the Association currently provide for appointment of the three (3) members of the Building and Covenants Committee by vote of the President;

WHEREAS, Direct election of Building and Covenants Committee members by vote of the Association Members at the annual Members Meeting is thought to bring a further increase participation of Members in the governance of the Association for the common benefit and good;

WHEREAS, The By Laws of the Association do not currently provide for regulation of the Building and Covenants Committee in terms of its meetings, considerations, and actions; and

WHEREAS, The Board of Directors is empowered to amend the Association's Bylaws under authority granted to it by Article VIII, § 1(f) and Article XIV, § 2 of such Bylaws; by Article IV of the Charter of Stillwater Homeowner's Association, Inc.; and by the Tennessee Non-Profit Corporations Act, Tenn. Code Ann. § 48-53-102(a)(3);

NOW, THEREFORE, in promotion and consideration of the mutual benefit, health, safety, and welfare of the Lot Owners of Stillwater Subdivision, and acting pursuant to authority

granted to it by law and the governing documents of the Association, the Board of Directors of the Stillwater Homeowner's Association hereby **RESOLVES and ACTS AS FOLLOWS:**

1. That Article V of the Stillwater Homeowner's Association By Laws be amended to add a new § 5 to read as follows:

Section 5. Nomination and Election of Building and Covenants Committee Members:

Nomination for election of three (3) at-large members to serve for a one-year term on the Building and Covenants Committee shall be made from the floor at the annual Members meeting following election of officers and at-large Directors, provided that each such nomination receives a second.

Election of members for the Building and Covenants Committee shall be by secret written ballot at the annual Members meeting. At such election, Members in good standing, or their proxies, may vote for as many as three separate nominees, provided that cumulative voting—or the casting of one or more votes for the same nominee—shall not be permitted. The three nominees receiving the largest number of votes shall be elected to the Building and Covenants Committee.

No person elected or appointed to the Building and Covenants Committee is eligible to serve as an officer of the Association, as an at-large Director, or as a member of the Design Review Board; provided, however, that an at-large Director may be appointed to serve as the Chairperson of the Building and Covenants Committee.

2. That Article XI, § 4 of the Stillwater Homeowner's Association By Laws be amended by deleting the present language in its entirety and substituting in its place the following language:

Section 4: The Building and Covenants Committee shall consist of four (4) Members, consisting of a Chairperson appointed by the President and three members elected by the Members at the annual Members Meeting as provided herein. The Building and Covenants Committee shall be charged with responsibility for the study and review of the Declaration of Protective Covenants, the Association's By Laws, and other Association Rules and Regulations; for the making of recommendations to the Board of Directors for amendments, alterations, and revisions regarding the same; and for reporting on the observance of the same throughout the community.

3. That Article XI shall be amended by adding a new § 4A to read as follows:

Section 4A: The President shall appoint a Chairperson for the Building and Covenants Committee who shall serve until the next election of directors, officers and other persons by the Members. The Chairperson of the Building and Covenants Committee shall be responsible for convening and conducting meetings of the Building and Covenants Committee, with the presence of any three (3) members being required to constitute a quorum for conducting business. The Chairperson shall also be responsible for ensuring timely and faithful execution of the responsibilities of the Building and Covenants Committee as set forth in these By Laws.

4. That Article XI shall be amended by adding a new § 4B to read as follows:

Section 4B: The Chairperson shall also serve as the liaison from the Building and Covenants Committee to the Board of Directors. The Chairperson shall report to the President, in writing or at the regular meetings of the Board of Directors, (1) the identification of actions or omissions not conforming with the Declaration of Protective Covenants, the By Laws, or other Association Rules and Regulations, if any; (2) the nature of any nonconformity and the Committee's recommendations as to the proper and appropriate remedy, if any; and (3) the Committee's recommendations, if any, as to any proposed amendments, alterations, and revisions to the Declaration of Protective Covenants, the Association's By Laws, or other Association Rules and Regulations. The Chairperson of the Building and Covenants Committee shall also provide such additional information as may be requested by the Board of Directors from time to time.

5. That Article XI shall be amended by adding a new § 4C to read as follows:

Section 4C: Any member of the Building and Covenants Committee shall be removable by the Board of Directors for malfeasance or neglect of duty, provided that at least three-fourths (3/4) of the Board of Directors present and voting shall concur in such removal. If a vacancy occurs on the Building and Covenants Committee due to removal, resignation, or otherwise, the Chairperson of the Building and Covenants Committee shall nominate, and with the approval of the Board of Directors, shall appoint persons to fill such vacancies for the remainder of the unexpired term. If the position of Chairperson of the Building and Covenants Committee shall become vacant, the President shall immediately appoint a replacement to serve for the remainder of the unexpired term.

6. That Article XI shall be amended by adding a new § 4D to read as follows:

Section 4D: The regular meetings of the Building and Covenants Committee shall be set by the members of the Building and Covenants Committee at its first meeting following the annual Members meeting. The Building and Covenants Committee may determine the frequency of its meetings. Special meetings of the Building and Covenants Committee shall also be held when called by the Chairperson, provided that at least three (3) days notice is given to each other Member of the Building and Covenants Committee concerning the time, place, and purpose of the meeting.

7. That these amendments shall take effect during and after the next regularly scheduled election for officers and at-large Directors for the Stillwater Homeowner's Association.

RESOLVED AND ENACTED, this the 7th day of July, 2009.

Certificate of Stillwater Homeowner's Association Secretary

I certify that I am the duly elected Secretary of the Stillwater Homeowner's Association and that the foregoing Resolution was enacted by the Board of Directors at its regular meeting held on July 7, 2009 by a 6-0 vote of the Directors voting.



Secretary, Stillwater Homeowner's Association