

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

*A RESOLUTION: TO AMEND THE BY LAWS RELATING TO THE
DESIGN REVIEW BOARD*

WHEREAS, The Declaration of Protective Covenants provides that the Stillwater Homeowner’s Association (“**Association**”) shall appoint a Design Review Board (“**DRB**”) for the purposes of, among other things, approving building plans, elevations, construction specifications, site plans, lot orientations, and exterior finishes, colors, and design so as to protect property values in Stillwater Subdivision;

WHEREAS, The By Laws of the Association further provide for duties to be performed by the DRB;

WHEREAS, The Declaration of Protective Covenants provides that the DRB 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 DRB by vote of the Board of Directors;

WHEREAS, Direct election of DRB members by vote of the Association Members at the annual Members Meeting is thought to bring a further increased 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 Design Review Board 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 the present Title of Article V of the Stillwater Homeowner's Association By Laws be deleted and replaced in its entirety with the following Title: "NOMINATION AND ELECTION OF DIRECTORS, CERTAIN OFFICERS, AND COMMITTEE MEMBERS."

2. That Article V of the Stillwater Homeowner's Association By Laws be amended to add a new § 4 to read as follows:

Section 4. Nomination and Election of Design Review Board:

Nomination for election of two (2) at-large members to serve for a one-year term on the Design Review Board 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 Design Review Board 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 two separate nominees, provided that cumulative voting—or the casting of one or more votes for the same nominee—shall not be permitted. The two nominees receiving the largest number of votes shall be elected to the Design Review Board.

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

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

Section 2: The Design Review Board shall consist of three (3) Members, consisting of a Chairperson appointed by the President and two members elected by the Members at the annual Members meeting as provided herein. The Design Review Board shall be charged with the following responsibilities:

4. That Article XI shall be amended by adding a new § 2A to read as follows:

Section 2A: The President shall appoint a Chairperson for the Design Review Board who shall serve until the next election of directors, officers and other persons by the Members. The Chairperson of the Design Review Board shall be responsible for convening and conducting meetings of the Design Review Board, with the presence of all three 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 Design Review Board as set forth in these By Laws and in the Declaration.

5. That Article XI shall be amended by adding a new § 2B to read as follows:

Section 2B: The Chairperson shall also serve as the liaison from the Design Review Board to the Board of Directors. The Chairperson shall report to the President, in writing, (1) all requests for action made by Association Members to the Design Review Board; and (2) all approvals, denials, and other actions taken by the Design Review Board. The Chairperson of the Design Review Board shall also provide such additional information as may be requested by the Board of Directors from time to time.

6. That Article XI shall be amended by adding a new § 2C to read as follows:

Section 2C: Any member of the Design Review Board 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 Design Review Board due to removal, resignation, or otherwise, the Chairperson of the Design Review Board 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 Design Review Board shall become vacant, the President shall immediately appoint a replacement to serve for the remainder of the unexpired term.

7. That Article XI shall be amended by adding a new § 2D to read as follows:

Section 2D: The regular meetings of the Design Review Board shall be set by the members of the Design Review Board at its first meeting following the annual Members meeting, and the schedule of such meetings shall be published in advance to the Members through announcement in the newsletter, website posting, or other convenient and accessible medium. Such meetings shall be held no less frequently than once every two months.

8. That Article XI shall be amended by adding a new § 2E to read as follows:

Section 2E: Special meetings of the Design Review Board shall be held when called by the Chairperson, provided that at least three (3) days notice is given to each other Member of the Design Review Board concerning the time, place, and purpose of the meeting.

9. That Article XI shall be amended by adding a new § 2F to read as follows:

Section 2F: Members may petition the Design Review Board for action or consideration by delivering such request to the Chairperson, to any member of the Design Review Board, or to the President, who shall then forward the request to the Chairperson of the Design Review Board for such action or consideration. All decisions made upon requests for action or consideration by the Design Review Board shall be published to all Members within five (5) days of such decision having been made. Forms of publication may include publication on the Association's website or by email to all Members for whom email addresses have been received by the Secretary of the Association.

10. That Article XI. § 3 shall be amended by deleting the present language and substituting in its place the following language:

Section 3: The right to appeal belongs to all Members of the Association, irrespective of whether the Member has been directly or adversely affected by the decision of the Design Review Board.

All decisions of the Design Review Board may be appealed to the Board of Directors by delivering to the President or other member of the Board of Directors a written request that the Board of Directors review the decision of the Design Review Board. No form of such notice shall be required, except that such written request should set forth the nature of the decision made by the Design Review Board, the date such decision was made, and the relief requested. The written request for review of a decision made by the Design Review Board must be actually delivered within five days of the publication of the Design Review Board's decision, not including Saturdays and Sundays, to the President or other member of the Board of Directors.

The Board of Directors shall consider the appeal at its next meeting, whether regularly or specially scheduled. The decision of the Board of Directors on the appeal, as determined by a majority vote of those Directors present and voting, shall be final and conclusive of the question. If the Chairperson of the Design Review Board is also serving as an at-large Director, then such at-large Director shall have no voice or vote as to any decision or matter appealed from the Design Review Board to the Board of Directors.

Absent a need for emergency action certified by the Design Review Board, no action permitted by the Design Review Board shall be undertaken by any Member until the later of the following events: (1) the Board of Directors shall have considered any appeal and concurred in the decision of the Design Review Board, if a Member has sought review of the decision; or (2) five days, not including Saturdays or Sundays, have passed since the publication date of the decision.

11. 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.



Secretary, Stillwater Homeowner's Association