

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

A RESOLUTION: TO AMEND THE BY LAWS RELATING TO THE NUMBER OF AT-LARGE DIRECTORS

WHEREAS, The By Laws of the Stillwater Homeowner's Association ("**Association**") provide that the Association's Members shall elect three (3) at-large Directors to sit on the Board of Directors of the Association;

WHEREAS, Since the enactment of the present By Laws in May 2004, the Association has experienced a tremendous increase in the number of Members through expansion in the number of Lots sold in the Subdivision;

WHEREAS, The number of lots in the Subdivision is not likely to further increase;

WHEREAS, The Association can benefit by greater participation of its Members in the conduct of the affairs of the Association;

WHEREAS, The number of at-large Directors should be increased to five (5);

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, § 1 of the Stillwater Homeowner's Association By Laws be amended by deleting the present section in its entirety and replacing the section with the following text:

Section 1. Nomination: Nomination for election of President, Vice President, Secretary, Treasurer, and the five (5) At-Large Directors to sit on the Board of Directors shall be made from the floor at the annual Members meeting, provided that each such nomination receives a second.

2. That Article V, § 2 of the Stillwater Homeowner's Association By Laws be amended by deleting the present section in its entirety and replacing the section with the following text:

Section 2. Election of At-Large Directors: Election of the At-Large Directors on the Board of Directors 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 five (5) separate nominees, provided that cumulative voting—or the casting of one or more votes for the same nominee—shall not be permitted. The five (5) nominees receiving the largest number of votes shall be elected to the At-Large positions.

3. That Article VI, § 1 of the Stillwater Homeowner's Association By Laws be amended by deleting the present section in its entirety and replacing the section with the following text:

Section 1. Number: The affairs of this Association shall be managed by a Board of Directors, which shall consist of a President, Vice President, Secretary, Treasurer, and five (5) At-Large Directors elected as provided herein.

4. That Article VII, § 2 of the Stillwater Homeowner's Association By Laws be amended by deleting the present section in its entirety and replacing the section with the following text:

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held when called by the President, or by any four (4) members of the Board of Directors, provided that at least three (3) days notice is given to each Director concerning the time, place, and purpose of the meeting.

5. That Article XIV, § 2 of the Stillwater Homeowner's Association By Laws be amended by deleting the present first sentence in its entirety and replacing the sentence with the following text:

Section 2. Amendment by Board of Directors: These By-laws may also be amended at any regular meeting of the Board of Directors if the amendment(s) shall receive the approval of eight (8) Directors, provided that the Board of Directors shall not amend or repeal any previous amendment adopted by the Members.

6. 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