

**BY LAWS OF STILLWATER HOMEOWNER'S ASSOCIATION, INC.**

*With Amendments – Current as of July 7, 2009*

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is the STILLWATER HOMEOWNER'S ASSOCIATION, INC., Hereinafter referred to as the "Association." The principal office of the corporation shall be located at 6066 Shallowford Road, Chattanooga, Tennessee 37421, but meetings of Members and Directors may be held at such places within Hamilton County, Tennessee, as may be designated by resolution of the Board of Directors.

**ARTICLE II  
DEFINITIONS**

**Section 1.** "Association" shall mean and refer to Stillwater Homeowners Association, Inc., its successors and assigns.

**Section 2.** "Properties" or "Lots" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Stillwater, and such additions thereto as may hereafter be brought within the Association's jurisdiction. The term "Lots," however, shall not refer to the Common Areas owned by the Association.

**Section 3.** "Common Areas" shall mean all real property owned by the Association for the common use and enjoyment of the Owners, including, but not limited to Lots 1 and 11, as well as all street lighting and the Subdivision entrance sign and landscaping.

**Section 4.** "Owner" shall mean and refer to the record owners, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

**Section 5.** "Declaration" shall mean and refer to the Declaration of Protective Covenants for Stillwater Subdivision applicable to the Properties recorded in the Office of the Register of Deeds for Hamilton County, Tennessee, beginning in book and page GI 5226 897.

**Section 6.** "Member" shall mean and refer to all resident lot owners in Stillwater Subdivision and any other person who is a grantee of any interest in a lot subject to the Declaration. A "Member in good standing" shall be one who has paid in full all assessments, late charges, fines, and/or liens, and who has not been declared delinquent by the Board of Directors.

## **ARTICLE III OBJECTS**

The objects of the Association shall be to preserve and enhance the general quality of Stillwater Subdivision, by protecting the community interest of the residents of Stillwater Subdivision and to promote the general welfare of the community. In addition, the Association shall be charged with maintaining and keeping in good repair all Common Areas as defined in the Declaration and with maintaining all drainage areas originally maintained by the Developer.

## **ARTICLE IV MEETINGS OF MEMBERS**

**Section 1.** Annual Meetings: All annual Member meetings shall be held on the third Thursday in August, at the hour of 7:00 o'clock, p.m., unless such day shall be a legal holiday, in which case, the annual meeting shall be held on the next day that is not a legal holiday.

**Section 2.** Special Meetings: Special Member meetings needed for specific purposes may be called at any time by the President or by the Board of Directors. Special meetings for specific purposes may also be called by ten-percent (10%) of the Members in good standing, if such Members submit to the Secretary a written request for such a meeting, signed by each requesting Member, that plainly sets forth the purpose of the meeting.

**Section 3.** Notice of Meetings and Lists of Members in Good Standing: Written notice of each Member's meeting shall be given by the Secretary, or other person authorized by the Board of Directors, by mailing or personally delivering a copy of such notice to all Members. Such notice shall be sent at least fourteen (14) days, but not more than sixty (60) days, before such meeting, and it shall specify the time and place of the meeting, and, in the case of a special meeting, the purpose of the meeting. In conjunction with the sending of such notice, the Secretary shall prepare an alphabetical list of all Members in good standing and make such list available for inspection by any Member so requesting.

**Section 4.** Quorum: The presence of Members, or of their proxies, representing one-tenth (1/10) of the total Association membership shall constitute a quorum for any action at a Members meeting, except as otherwise provided in the Charter of Stillwater Homeowner's Association, Inc., the Declaration, or these Bylaws.<sup>1</sup> If, however, such quorum shall not be present or represented at any meeting, the Members in good standing 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.

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<sup>1</sup> The first sentence of Article IV, § 4 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on October 7, 2008 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of the first sentence of this section read as follows: "The presence of Members, or of their proxies, representing one third (1/3) of the total Association membership shall constitute a quorum for any action at a Members meeting, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws."

If a Quorum is not present at the annual Member's meeting, thus not allowing elections to be held, the Directors and Officers currently on the Board of Directors shall remain in their respective positions for another term. If the Members in good standing adjourn the meeting to another time, the election can be held if a Quorum is present or represented.<sup>2</sup>

**Section 5.** Proxies: At all Members meetings, each Member may vote in person or by proxy. All proxies shall be in writing and shall be effective when received by the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her Lot.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS, CERTAIN OFFICERS, AND COMMITTEE MEMBERS<sup>3</sup>**

**Section 1.**<sup>4</sup> 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.

**Section 2.**<sup>5</sup> 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

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<sup>2</sup> This second paragraph of Article IV, § 4 was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on August 16, 2004 by vote of 6-0. The vote was certified by then-Secretary Bridget Gibson. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>3</sup> The Title to Article V was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. The previous language of this Title read as follows: "Nomination of Election of Directors and Certain Officers."

<sup>4</sup> Article V, § 1 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of the first sentence of this section read as follows: "Nomination: Nomination for election of President, Vice President, Secretary, Treasurer, and the three At-Large Directors to sit on the Board of Directors, and shall be made from the floor at the annual Members meeting, provided that each such nomination receives a second."

<sup>5</sup> Article V, § 2 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of the first sentence of this section read as follows: "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 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 At-Large positions."

nominee—shall not be permitted. The five (5) nominees receiving the largest number of votes shall be elected to the At-Large positions.

**Section 3.** Election of Certain Officers: Election of the President, Vice President, Secretary, and Treasurer shall be by secret written ballot at the annual Members meeting. With respect to each such office, the person receiving the most votes from Members in good standing or their proxies, irrespective of whether a majority has been obtained, shall be elected. All other officers as provided herein shall be elected by the Board of Directors.

**Section 4.**<sup>6</sup> 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.

**Section 5.**<sup>7</sup> 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.

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<sup>6</sup> Article V, § 4 was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>7</sup> Article V, § 5 was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

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.

**ARTICLE VI  
BOARD OF DIRECTORS:  
COMPOSITION AND CONDITIONS OF OFFICE**

**Section 1.**<sup>8</sup> 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.

**Section 2.** Term of Office: The term of office for each Director shall be for one (1) year.

**Section 3.** Removal: Any Director may be removed from the Board, with or without cause, by a majority of those Members in good standing voting. In addition, the Board shall remove any Director who ceases to be a Member in good standing of the Association. In the event of death, resignation, or removal of a Director, the remaining Directors shall select a successor to serve in the vacant position for the remaining unexpired term.

**Section 4.** Compensation: The Directors shall not receive compensation for any service they may render to the Association in their capacity as Directors. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

**ARTICLE VII  
MEETING OF DIRECTORS**

**Section 1.** Regular Meetings: Regular meetings of the Board of Directors shall be held monthly and at such place and hour as the Board may fix by resolution. Should any such 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.**<sup>9</sup> 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

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<sup>8</sup> Article VI, § 1 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of the first sentence of this section read as follows: "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 three (3) At-Large Directors elected as provided herein."

<sup>9</sup> Article VII, § 2 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. The previous language of the first sentence of this section read as follows: "Special

that at least three (3) days notice is given to each Director concerning the time, place, and purpose of the meeting.

**Section 3.** Quorum: A majority of the 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 VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1.** Powers: The Board of Directors shall exercise the following powers:

(a) To adopt and publish Rules and Regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon;

(b) To fix and assess Association dues, and to appropriate all monies necessary in order to carry into effect the objects of the Association;

(c) To enforce among the Members the provisions of the Declaration, the Corporate Charter, these Bylaws, and all other Rules and Regulations adopted by the Board of Directors, by the following methods, which shall be in addition to all remedies set forth in the Declaration:

1. By assessing reasonable fines for the infraction of such provisions. Such fines may constitute a recurring daily fine for continuing violations or, otherwise, a single fine based upon the severity of the conduct and the need to discourage such conduct in the future. Such fines shall constitute a continuing lien upon the Lot, and the Stillwater Homeowner's Association shall be entitled to file evidence of such lien in the Register's office of Hamilton County, Tennessee. The priority of such liens shall be the same as that set forth in Paragraph 5 of the Declaration.

2. By suspending a member's right to vote or to use the recreational facilities and Common Areas. Such rights may be suspended for any period not to exceed sixty (60) days, unless the infraction of such provisions is continuing in nature, and then such rights may be suspended during the period of noncompliance and for any period not exceeding sixty (60) days following compliance with such provisions.

3. For a violation of the Declaration or decisions of the Design Review Board relating to the restrictive covenants, by recording notices in the

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

Register's office of Hamilton County, Tennessee, identifying uncured violations on Lots.

4. For a violation of the Declaration or decisions of the Design Review Board relating to the restrictive covenants, by resort to self-help, in the manner set forth in Paragraph 27 of the Declaration.

5. For a violation of the Declaration or decisions of the Design Review Board relating to the restrictive covenants, by resort to legal or equitable remedies as would be permitted by Paragraph 26 of the Declaration for the Developer and other owners in interest to pursue.

6. The use of any one method of enforcement shall not preclude subsequent or simultaneous use of any other method of enforcement. In addition, the particular method or methods of enforcement shall be at the sole discretion of the Board of Directors, and the enumeration of such methods herein shall not constitute a presumption that one method of enforcement shall be attempted before another method may be used.

7. If, in order to enforce the provisions of the Declaration, the Corporate Charter, these Bylaws, the Rules and Regulations adopted by the Board of Directors, or the decisions of the Design Review Board, it becomes necessary for the Association to resort to legal or equitable means, then the Association shall be entitled to recover the costs of such actions along with reasonable attorney's fees.

(d) To declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be consecutively absent from three (3) regular meetings of the Board of Directors, and to appoint a replacement At-Large Director or Officer as the case may be;

(e) To employ a manager, or independent contractor, or such other employees as they deem necessary, and to prescribe their duties; and

(f) To exercise for the Association all powers, duties and authority vested in or delegated to the Association, and not reserved to the membership, by the provisions of these By Laws, the Rules and Regulations of Stillwater Subdivision, the Articles of Incorporation, or the Declaration.

**Section 2.** Duties: The Board of Directors shall be responsible for the following duties:

(a) To 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 Members meeting, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Members in good standing.

(b) To supervise all officers, committees, agents and employees of this Association, and to see that their respective duties are properly performed;

(c) To develop an annual budget for the Association, taking into account actual and reasonably expected expenditures for the maintenance of the Common Areas and for the other objects of the Association;

(d) To fix annual dues at least sixty (60) days in advance of each fiscal year and provide that written notice of each assessment is sent to every Member subject thereto at least thirty (30) days in advance of each annual assessment period;

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

(f) To procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(h) To cause the Common Areas to be well maintained;

(i) To cause the exterior of the dwellings to be maintained; and

(j) To otherwise manage the affairs of the Association as may be necessary or appropriate to carry into effect the objects of the Association.

## **ARTICLE IX**

### **OFFICERS: COMPOSITION AND CONDITIONS OF OFFICE**

**Section 1.** Enumeration of Offices: The officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer, who shall all be Members of the Board of Directors, 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 annual meeting of the Members as provided in Article IV.

**Section 3.** Term: The officers of this Association shall hold office for one (1) year unless he or she shall sooner resign, be removed, or otherwise be disqualified from serving.

**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 good cause by the Board, and shall be removed by the Board if the officer ceases to be a Member in good standing. In addition, any officer may resign at any time by giving written notice either to the Board, to the President, or to 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 shall be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the unexpired term.

**Section 7.** Multiple Offices: 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.

## **ARTICLE X DUTIES AND RESPONSIBILITIES OF OFFICERS**

The duties and responsibilities of the officers are as follows:

**Section 1:** President: 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 contracts, leases, mortgages, deeds and other written instruments and shall co sign all promissory notes. The President shall also have the powers to call special Members meetings and to appoint Members to standing or special committees, both as provided herein.

**Section 2:** Vice President: The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

**Section 3:** Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice to the Members of the annual or special meetings of the Members; keep appropriate current records showing the Members of the Association together with their addresses; maintain an alphabetical list of all Members in good standing and make such list available for inspection by any Member so requesting; and perform such other duties as required by the Board or the office of the Secretary.

**Section 4:** Treasurer: The Treasurer shall assess the annual Association dues to each Lot owner; receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; sign all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an

annual statement of income and expenditures to be presented to the membership at its regular annual meeting.

## **ARTICLE XI STANDING AND SPECIAL COMMITTEES**

**Section 1:** The following are the standing committees: the Design Review Board, the Building and Covenants Committee, and the Special Events Committee.<sup>10</sup>

**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:<sup>11</sup>

1. of approving, in writing, all building plans, elevations, construction specifications, site plans, lot orientations, and exterior finishes, colors, and design so as to protect property values in Stillwater Subdivision;
2. of approving, in writing, any change to the exterior color, finish or texture of any improvement located on a Lot, including, but not limited to, the dwelling, the roof on any dwelling, or any fence;
3. of approving, in writing, the removals of all trees whose diameter is greater than six (6) inches at a point two (2) feet above the ground;
4. of approving, in writing, all plans and specifications for proposed fences;
5. of approving, in writing, the location of satellite dishes less than 24 inches in diameter;
6. of approving, in writing, the erection or maintenance of all temporary structures;
7. of approving, in writing, the plans and specifications of all structures for the care, housing, or confinement of all animals;

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<sup>10</sup> By Act of September 4, 2008, the Board of Directors adopted a “Hospitality Committee,” essentially merging the Welcome Committee and Special Events Committee.

<sup>11</sup> The first sentence of Article XI, § 2 was amended by Resolution of Amendment considered by the Stillwater Homeowner’s Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of the first sentence of this section read as follows: “The Design Review Board shall consist of three (3) Members appointed by the Board of Directors, and shall be charged with the following responsibilities:”

8. of approving, in writing, the public display of any sign by any Member not acting on behalf of the Board of Directors or the Association; and

9. of adopting, in writing, uniform standards for the installation and maintenance of all mailboxes and gas lamps.

**Section 2A:**<sup>12</sup> 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.

**Section 2B:**<sup>13</sup> 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.

**Section 2C:**<sup>14</sup> 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.

**Section 2D:**<sup>15</sup> 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

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<sup>12</sup> Article XI, § 2A was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>13</sup> Article XI, § 2B was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>14</sup> Article XI, § 2C was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>15</sup> Article XI, § 2D was adopted by Resolution of Amendment by the Stillwater Homeowner's

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.

**Section 2E:**<sup>16</sup> 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.

**Section 2F:**<sup>17</sup> 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.

**Section 3:**<sup>18</sup> 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

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Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>16</sup> Article XI, § 2E was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>17</sup> Article XI, § 2F was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>18</sup> Article XI, § 3 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of this section, which was deleted in its entirety, read as follows: "All decisions of the Design Review Board regarding the above issues may be appealed to the Board of Directors at its next regular meeting. 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. However, the subsequent decision of the Board of Directors on the appeal shall be final and conclusive of the question."

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.

**Section 4:**<sup>19</sup> 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.

**Section 4A:**<sup>20</sup> 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

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<sup>19</sup> Article XI, § 4 was amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of this section, which was deleted in its entirety, read as follows: "The Building and Covenants Committee shall consist of three (3) Members appointed by the President and shall be charged with responsibility for the study of building regulations and covenants and the observance thereof throughout the community. Upon discovery of a suspected violation, the Building and Covenants Committee shall report to the Board of Directors concerning the nature of the violation and make recommendations as to the proper and appropriate remedy."

<sup>20</sup> Article XI, § 4A was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

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.

**Section 4B:**<sup>21</sup> 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.

**Section 4C:**<sup>22</sup> 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.

**Section 4D:**<sup>23</sup> 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.

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<sup>21</sup> Article XI, § 4B was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>22</sup> Article XI, § 4C was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

<sup>23</sup> Article XI, § 4D was adopted by Resolution of Amendment by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz. This amendment inserted new language into the By-Laws and did not replace previously existing language.

**Section 5:** The Special Events Committee shall consist of three (3) Members appointed by the President, and shall be charged with responsibility for arrangement of special programs and entertainment for special programs and activities.

**Section 6:** In addition to the standing committees enumerated herein, the Board of Directors may form such other special committees, and the President shall appoint such Members to those special committees, as are deemed necessary or appropriate.

## **ARTICLE XII BOOKS AND RECORDS**

**Section 1:** The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Members. The Declaration, the Articles of Incorporation, the By Laws, and the Rules and Regulations of the Association shall also be available for inspection by any Members, and a Member may purchase copies of these documents from the Association at reasonable cost.

**Section 2:** The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of every year.

## **ARTICLE XIII ASSOCIATION DUES**

**Section 1:** As more fully provided in the Declaration, each Member shall be obligated to pay annual Association dues for the maintenance of the Common Areas and for other official business expenses of the Association. The Association dues shall be billed quarterly to each lot owner by the Treasurer and shall be based upon the annual budget approved by the Board. All Members shall be responsible for paying such dues irrespective of whether the Member uses the Common Areas or abandons his or her Property or Lot.

**Section 2:** Any Lot owner not paying Association dues within thirty (30) days of being assessed shall be considered delinquent, and the delinquent Lot owners shall automatically cease to be Members in good standing until such dues are paid. Further, if the Association dues are not paid within thirty (30) days after their assessment, the delinquent amount shall bear simple interest from the date of delinquency at the rate of ten-percent (10%) per annum.

**Section 3:** All such Association dues shall be secured by a continuing lien upon the property against which the assessment is made, and the Association shall be entitled to file a document in the Register's office evidencing the lien.

**Section 4:** To collect the delinquent amount of Association dues owed by any Member, the Association may bring an action at law against the delinquent Member or Members obligated to pay the same, or the Association may foreclose the lien against the property. In all actions taken to collect delinquent Association dues against Members, whether legal or equitable, the Association shall be entitled to recover the costs of the action along with reasonable attorney's fees.

## ARTICLE XIV AMENDMENTS

**Section 1.** Amendment by Members: These By Laws may be amended at a regular Members meeting, or at any special Members meeting called for that announced purpose, by a majority of Members or their proxies voting in favor of such amendment(s); provided that all proposed amendments shall be submitted in writing to each Member at least fourteen (14) days prior to such regular or special meeting.

**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.<sup>24</sup> All Members shall receive written notice of any amendments adopted by the Board within five (5) days of the amendment's approval.

**Section 3.** Conflicts: 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 Declaration and these By Laws, the Declaration shall control. In the case of any conflict between amendments to these Bylaws adopted by the Members and amendments adopted by the Board of Directors, the former shall control.

APPROVED BY THE STILLWATER HOMEOWNER'S ASSOCIATION BOARD OF DIRECTORS, THIS THE 25TH DAY OF MAY, 2004.

*Certificate of the Stillwater Homeowner's Association Secretary*

I, William C. Kropff, certify that I am the duly elected Secretary of the Stillwater Homeowner's Association and that the foregoing By-Laws of the Stillwater Homeowner's Association, Inc. were approved and adopted by the Board of Directors at its regular meeting held on May 25, 2004, by unanimous vote of the Directors present and voting.

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Secretary, Stillwater Homeowner's Association<sup>25</sup>

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<sup>24</sup> The first sentence of Article XIV, § 2 were amended by Resolution of Amendment considered by the Stillwater Homeowner's Association Board of Directors on July 7, 2009 by vote of 6-0. The vote was certified by then-Secretary Tom Greenholtz.

The previous language of this e first sentence, which was deleted in their entirety, read as follows: "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 six (6) Directors, provided that the Board of Directors shall not amend or repeal any previous amendment adopted by the Members."

<sup>25</sup> The adoption of these By Laws was ratified and approved by unanimous vote of the Members in good standing at the 2004 Annual Meeting of Members.