

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

*A RESOLUTION TO AMEND ARTICLE IV, § 4 OF THE BYLAWS OF
THE STILLWATER HOMEOWNER'S ASSOCIATION, INC. RELATIVE TO
THE QUORUM REQUIRED FOR MEMBERS MEETINGS*

WHEREAS, Article 4, § 4 of the Bylaws of the Stillwater Homeowner's Association, Inc. (“**Association**”) presently provides that a quorum for any action at a Members meeting shall consist of the presence of Members, or of their proxies, representing one-third (1/3) of the total Association membership;

WHEREAS, The Annual Meeting of the Members held in August of each year has failed to obtain such a quorum for at least the preceding two (2) years;

WHEREAS, The failure to obtain a quorum at the Annual Meeting or other meetings of the Members has significantly impaired the ability of the Members to conduct the business of the Association, including the election of Officers and Directors and the performance of other essential functions and activities of the Association;

WHEREAS, The requirement of a quorum at a Members Meeting is specified only in the Bylaws of the Association and is not otherwise governed or regulated by the Charter of Stillwater Homeowner's Association, Inc. or by the Declaration of Protective Covenants for Stillwater;

WHEREAS, The Tennessee Non-Profit Corporations Act, Tenn. Code Ann. § 48-57-203(a), permits a quorum to consist of at least ten percent (10%) of the votes entitled to be cast on a matter at a meeting of its members, unless otherwise specified in the governing documents of the corporation;
and

WHEREAS, The Board of Directors is empowered to amend the Bylaws of the Stillwater Homeowner's Association under authority granted to it by Article VIII, § 1(f) and Article XIV, § 2 of the Association's 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 first sentence of Article IV, § 4 of the Bylaws of Stillwater Homeowner's Association, Inc. shall be amended by deleting such sentence in its entirety, and substituting instead the following sentence in its place:

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.

2. That all other provisions of Article IV, § 4, except for the first sentence as amended above, shall remain in effect, unaltered and unamended; and

3. That this amendment shall be effective immediately upon adoption of the same by the Board of Directors of the Stillwater Homeowner's Association, Inc.

RESOLVED AND ENACTED, this the 7th day of October, 2008.

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 October 7, 2008 by a 6-0 vote of the Directors.



Secretary, Stillwater Homeowner's Association