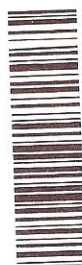


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12 PGS:AL-RESTRICTIONS	
361075	
<b>11/05/2014 - 02:30 PM</b>	
BATCH	361075
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	60.00
DP FEE	2.00
REGISTER'S FEE	0.00
TOTAL AMOUNT	62.00

STATE OF TENNESSEE, WILLIAMSON COUNTY  
**SADIE WADE**  
REGISTER OF DEEDS

AMENDED AND  
RESTATED  
BY-LAWS  
OF  
MCKAY'S MILL  
SINGLE FAMILY  
SUBASSOCIATION, INC.

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## INTRODUCTION

This Amended and Restated By-Laws of McKay's Mill Single Family Subassociation, Inc. made this 18<sup>th</sup> day of September, 2014, by Jones Land Company, LLC, a Tennessee limited liability company (hereinafter referred to as "Declarant").

The By-Laws of McKay's Mill Single Family Subassociation, Inc., are of record in Book 2426, page 940, Register's Office for Williamson County, Tennessee (the "By-laws"). Said By-Laws have previously been amended of record in Book 3839, Page 118; in Book 5730, Page 11; Book 5878, Page 166; and in Book 6023, Page 745, all in the Register's Office for Williamson County, Tennessee. It is the purpose of these Amended and Restated By-Laws to incorporate all previous amendments as well as to make additional amendments. This document should be read as the current, complete expression of the By-Laws as of the date of recordation with the Williamson County, Tennessee Register of Deeds.

Article 4, Section 4.07 of the By-laws, as amended, permits the Declarant to amend the By-laws, without joinder of the Members, due to the voting power of the Declarant as long as Class B membership exists. At the time of recording of this document Class B membership still exists.

NOW THEREFORE, Declarant, upon the request of the Board of Directors of the McKay's Mill Single Family Subassociation, Inc., hereby amends and restates the By-Laws as follows:

## ARTICLE 1: DEFINITIONS

The words defined in the Supplemental Declaration of Protective Covenants and Owners Subassociation for the Single-Family Residential Development at McKay's Mill (formerly Reunion) recorded in Book 1649, Page 389, as amended, in the Registers' Office for Williamson County, Tennessee (hereinafter referred to as the "Declaration"), shall have the same meaning in these Corporate By-Laws.

## ARTICLE 2: OFFICES

**2.01 Registered Office.** The registered office of the corporation shall be at 1215 Habersham Way, Franklin, Tennessee 37067, and the name of the registered agent of the corporation is Community Management Associates, Inc.

**2.02 Other Offices.** The corporation may also have offices at such other places both within and without the State of Tennessee as the Board of Directors may from time to time determine or the business of the corporation may require.

## ARTICLE 3: MEMBERS AND MEMBERSHIP PRIVILEGES

**3.01 Membership.** Each Owner shall be a Member of the corporation and no other person or entity shall automatically be entitled to membership. No Member shall be required to pay any consideration whatsoever solely for his membership in the corporation.

## ARTICLE 4: MEETINGS OF MEMBERS

**4.01 Place of Meetings.** Meetings of the Members of the corporation may be held at a place to be determined by the Board of Directors within Williamson County, Tennessee.



**4.02 Annual Meeting.** The annual meeting of the Members of the corporation shall be held each year at a time and place determined by the Board of Directors. At said annual meeting, the Members shall elect Directors, and shall transact such other business as may properly be brought before the meeting.

**4.03 Special Meeting.** Special meetings of the Members, for any purpose or purposes, may be called by (1) the President, or (2) the Board of Directors, or (3) by Members having not less than twenty-five (25%) percent of the total percentage values of those votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of such meetings.

**4.04 Notice.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, the secretary, or the officer or person calling the meeting, to each member of the corporation entitled to vote at such meeting.

**4.05 Quorum.** The presence in person or by proxy of more than one tenth (1/10) of those votes entitled to be cast at a meeting of the Members constitute a quorum at all meetings of the Members for the transaction of business. However, the Members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

**4.06 Majority Vote; Withdrawal of Quorum.** When a quorum is present at any meeting, the vote of the holders of more than fifty per cent (50%) of the percentage values of those votes entitled to be cast of Members qualified to vote and present in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Declaration, the Charter of the corporation or these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

**4.07 Method of Voting; Proxies.** Each Member shall be entitled to one (1) vote for each Lot owned by such Member, except that so long as Class B Membership exists, the Class B Declarant shall be entitled to one (1) more vote than the aggregate number of votes which all Class A members hold.

**Voter Qualifications:** No Member shall be entitled to vote at any meeting of the corporation until such Member has presented evidence of ownership of a Lot in The Single Family Residential Development at McKay's Mill to the Board of Directors, if such evidence is requested. If a Member is in default with respect to any provision of the Declaration, such Member shall not be allowed to vote at any meeting of the corporation so long as such default exists.

**Proxies:** The vote of each Member may only be cast by such Member or by a proxy executed in writing given by such Member to his duly authorized representative bearing a date not more than eleven months prior to such meeting. Such proxy shall be filed with the Board of Directors of the corporation

poor to or at the time of the meeting and shall not be valid unless promulgated by the Board of Directors.

**Multiple Owners:** If title to a Lot shall be in the name of two or more persons as co-owners, all of such persons shall be Members of the corporation. The vote for such Lot shall be exercised by one (1) of such persons as proxy or nominee for all persons holding an interest as Owners in the Lot and in no event shall more than one (1) vote be cast with respect to any Lot. With respect to a Lot where title shall be in the name of two (2) or more persons as co-owners, any one of such co-owners may vote at any meeting of the Members of the corporation and such vote shall be binding upon all other co-owners until written notice to the contrary has been received by the Board of Directors in which case the unanimous vote of all such co-owners (in person or by proxy) shall be required to cast their vote as Members.

**Corporate Owners:** A corporate Member's vote shall be cast by the President of the Member Corporation or by any other officer or proxy appointed by the President or designated by the Board of Directors of such corporation.

**Method of Voting:** Voting on all matters except the election of directors shall be by voice vote or show of hands unless a majority of the percentage values of those votes entitled to be cast by the Members present at the meeting shall, prior to voting on any matter, vote to demand a ballot vote on that particular matter.

**Voting by Mail:** Where directors or delegates are to be elected by the Members, the official solicitation of proxies for such elections may be conducted by mail.

4.08 **Cumulative Voting Denied.** Cumulative voting for Directors shall not be permitted.

## ARTICLE 5: DIRECTORS

5.01 **Management.** The business and affairs of the corporation shall be managed by its Board of Directors who may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, the Declaration, the Charter, or these By-Laws, directed or required to be exercised or done by the Members.

5.02 **Number, Qualifications, Election and Term.** The following provisions shall relate to the Board of Directors of the Association:

**Number:** The Board of Directors shall consist of at least three (3) Directors but not more than five (5) Directors.

**Qualifications:** In order to be qualified to serve as a member of the Board of Directors, whether by election or by appointment of the Board, the candidate must be:

1. A Member of the Association in good standing. For purposes of this provision, a Member is in good standing if (1) all assessments to the Association are paid current and (2) the Member has no covenant violation issue about which the Member has been contacted by the Association or its representatives.
2. Not a member of the Board of Directors of the McKay's Mill Master Association.
3. Not a spouse or an immediate family member of a currently serving member of the Board of Directors of either the McKay's Mill Master Association or this Association.



4. The provisions of subsections (2) and (3) do not apply to the Delegate representing the Association who is also a member of the Board of Directors of the McKay's Mill Master Association. The Delegate may also be a member of the Board of Directors of the Single Family Subassociation.

**Election:** Directors shall be elected for terms of two (2) years or until their successor is elected. Directors shall serve without compensation.

**Term:** This schedule shall be implemented by the following initial terms:

- 2015 Three directors are elected to two year terms.  
Two currently serving directors remain.
- 2016 Two directors are elected to a two year term.  
Three currently serving directors remain.  
[This cycle would repeat every two years in perpetuity]

**5.03 Removal; Change in Number; Vacancies.** Any Director may be removed from the Board, with or without cause, by (1) a majority vote of the Members of the Association or (2) a unanimous vote of all other members of the Board of Directors (excluding for the Director being removed). In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board of Directors, and said successor shall serve for the unexpired term of his predecessor. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting of Members called for that purpose.

**5.04 Place of Meetings.** The Directors of the corporation shall hold their meetings, both regular and special within Williamson County, Tennessee.

**5.05 Annual Meetings.** The annual meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of Members of the corporation, and at the same place, unless by unanimous consent of the Directors then elected and serving such time or place shall be changed.

**5.06 Regular Meetings.** Regular meetings of the Board of Directors may be held with three (3) days' notice to the Board of Directors at such time and place as shall from time to time be determined by the Board. Said notice may be delivered personally or by phone, fax or electronic mail.

**5.07 Special Meetings.** Special meetings of the Board of Directors may be called by the majority of the Board of Directors on a three (3) days' notice to each Director, personally or by phone, fax or electronic mail. Except as may be otherwise expressly provided by statute, the Charter or these By-Laws, neither the business to be transacted at, nor the purpose of, any special meeting need be specified in a notice or waiver of notice.

**5.08 Quorum.** At all meetings of the Board of Directors the presence of a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors, when present at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

**5.09 Committees Having Board Authority.** The Board of Directors may, by resolution approved by vote or written consent by a majority of the whole Board, designate a Design Review Committee, a Nominating Committee for members of the Board of Directors, and such other committees as deemed necessary. The Board of Directors may, likewise, by vote or written consent by a majority of the whole Board, remove or replace one or more members of any such Committee. Any such committee, to the extent provided in said resolution, shall and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation, except where action of the full Board of Directors is required by statute or the Charter.

**5.10 Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board of Directors. Membership on such committees is limited to Members of the corporation.

**5.11 Managing Agents.** The Board of Directors may employ for the corporation a management agent at a compensation established by the Board of Directors and such management agent shall perform such duties and services with respect to McKay's Mill Single Family Subassociation, Inc. as the Board of Directors shall authorize, and the Board of Directors may delegate to such management agent such duties with respect to management, repair and maintenance of McKay's Mill Single Family Subassociation, Inc. which are not by statute, the Declaration, the Charter or these Corporate By-Laws, required to be performed by or have the approval of the Board of Directors or the Members of the corporation.

## ARTICLE 6: NOTICE

**6.01 Method.** Whenever notice is required to be given to any Director or Member, and no provision is made as to how such notice shall be given, it shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid, addressed to such Director or Member at such address as appears on the records of the corporation or by electronic mail, if the Director or Member has previously provided an electronic mail address for delivery of such notices. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall be thus deposited in the United States mails as aforesaid.

**6.02 Waiver.** Whenever any notice is required to be given to any Member or Director of the corporation a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice.

## ARTICLE 7: OFFICERS

**7.01 Number; Titles.** The officers of the corporation shall be elected by the Directors from among the members of the Board of Directors and shall be a president, a vice president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except the offices of president and secretary shall not be held by the same person.

**7.02 Election.** The Board of Directors, at its next board meeting after each annual meeting of Members, shall elect officers, all of whom shall be members of the Board.



**7.03 Other Officers.** The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

**7.04 Compensation.** No Director shall receive compensation, whether in the form of money, barter or nonmonetary compensation, for any service they may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**7.05 Term of Office; Removal.** Each officer of the corporation shall hold office until the annual meeting of the Board of Directors next following his election and thereafter until his successor is chosen and qualified in his stead or until his death or until his resignation or removal at any time by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer become vacant for any reason, the vacancy may be filled by the Board of Directors.

**7.06 President.** The president shall be the chief executive officer of the corporation; the president shall preside at all meetings of the Members and the Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

**7.07 Secretary.** The secretary shall attend all sessions of the Board of Directors and all meetings of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the secretary shall be. In the event that the Board of Directors contracts with a Property Management Firm, the Secretary may delegate any or all of the functions of the office of Secretary to the Property Management Firm. In such case, the Secretary shall ultimately be responsible for overseeing all such delegated functions.

**7.08 Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, the treasurer shall give the corporation a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. In the event that the Board of Directors contracts with a Property Management Firm, the Treasurer may delegate any or all of the functions of the office of Treasurer to the Property Management Firm. In such case, the Treasurer shall ultimately be responsible for overseeing all such delegated functions.

**7.09 Vice President.** The vice-president shall be the alternate chief executive officer of the corporation; and shall preside at all meetings of the Members and the Board of Directors when the president is not available, and shall perform such other duties as the Board of Directors shall prescribe.

## ARTICLE 8: DELEGATE

**8.01 Election of a Delegate.** As provided for in Sections 4.5 and 4.6 of the Master Declaration of record in Book 1649, page 349, Register's Office for Williamson County, TN, the Members of McKay's Mill Single Family Subassociation, Inc. shall have the right to elect one (1) delegate to the Master Association. Such election shall take place at the annual meeting of the Members of the corporation, as herein provided in Section 4.02. In the event of death, resignation or removal of a Delegate, his successor shall be selected by the Members of the Board of Directors, and said successor shall serve for the unexpired term of his predecessor.

**8.02 Qualifications of a Delegate.** In order to be qualified to serve as the Delegate, whether by election or by appointment of the Board, the candidate must be:

1. A Member of the Association in good standing with both the Single Family and Master Associations. For purposes of this provision, a Member is in good standing if (1) all assessments to the Associations are paid current and (2) the Member has no covenant violation issue about which the Member has been contacted by the Associations or its representatives.
2. Not already a member of the Board of Directors of the McKay's Mill Master Association.
3. Not a spouse or an immediate family member of a currently serving member of the Board of Directors of either the McKay's Mill Master Association or this Association.
4. Not an employee or independent contractor with a vendor used by this Association.

**8.03 Removal of a Delegate.** The Delegate may be removed by a unanimous vote of the entire Board of Directors for good cause shown, which cause is defined as any of the following:

1. The Delegate misses more than three meetings on the Master Association Board in any one year.
2. The Delegate fails to act in the best interest of the Association members.

## ARTICLE 9: MISCELLANEOUS PROVISIONS

**9.01 Reserves.** There may be created by resolution of the Board of Directors such reserve or reserves as the Directors from time to time, in their discretion, think proper to provide for contingencies, or to repair or maintain any portion of The Single Family Residential Development at McKay's Mill, or for such other purposes as the Directors shall think beneficial to the corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.

**9.02 Checks.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**9.03 Fiscal Year.** The fiscal year of the corporation shall be the calendar year.



9.04 Seal. The corporate seal, if any, shall be in such form as may be determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

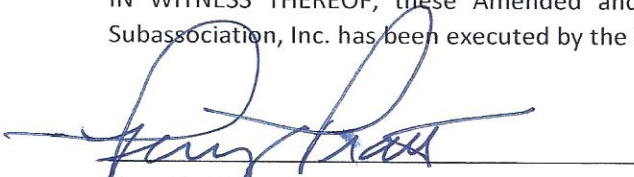
9.05 **Indemnification.** The corporation shall indemnify any Director, officer, or employee, or former Director, officer, or employee of the corporation, against expenses actually and necessarily incurred by him, and any amount paid in satisfaction of judgments, in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such a Director, officer, or employee (whether or not a Director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the Directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the corporation that such settlement be made and that such Director, officer or employee was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled by law or under bylaw, agreement, vote of Members or otherwise.

9.06 **Inconsistencies.** In the event these By-Laws shall be inconsistent with the Declaration, then the Declaration shall be controlling.

9.07 **Amendment of By-Laws.** These By-Laws may be amended by the affirmative vote of at least two-thirds (2/3) of the Members qualified to vote.

9.08 **Table of Contents; Headings.** The table of contents and headings used in these By-Laws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

IN WITNESS THEREOF, these Amended and Restated By-Laws of the McKay's Mill Single Family Subassociation, Inc. has been executed by the Declarant.



Perry Pratt

For the Jones Land Company, LLC

STATE OF TENNESSEE  
COUNTY OF WILLIAMSON

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Perry Pratt, with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice-President of the Jones Land Company, LLC, the within bargainer, a limited liability company and that he, being so authorized to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the company by himself.

WITNESS my hand and seal, at office in Franklin, Tennessee, This the 29<sup>th</sup> day of October 2014.





Daria L. Dunn

Notary Public

My commission expires: 11-26-17