



HomeOwners Association of Tellico Village, Inc Bylaws

as amended March 2017

Article I-Name

The name of this organization shall be the "HomeOwners Association of Tellico Village, Inc.", hereinafter referred to as the "HOA".

Article II-Purpose

The purpose of the HOA is to represent the interests of Tellico Village Home Owners by:

1. Providing a means for reviewing conditions affecting Tellico Village and taking actions that are in the best interest of HOA members
2. Being knowledgeable about and involved in the activities of the Property Owners Association, Inc. (POA) by doing the following:
 - Attending and encouraging participation in POA meetings, including committees established by the POA Board.
 - Making constructive recommendations to the POA to improve the Tellico Village lifestyle, services, safety, and amenities.
 - Participating in the annual election of POA Board members, including holding an open forum for all Tellico Village property owners to provide an opportunity for POA candidates to present their positions on issues deemed important by HOA members; when appropriate, publishing POA Board candidates'

3. Being knowledgeable about state and local political issues:
 - Educating and informing HOA members and, when appropriate, all Tellico Village property owners, on important state and local political issues.
 - Holding "Meet the Candidates" forums for individuals running for elective offices to present their platforms and respond to audience questions.
 - 4. Organizing and conducting social activities to enhance friendship and fellowship among HOA members.

Article III-Membership

There shall be two categories of membership: full membership and associate membership

Section 1. Full Membership

To be eligible for full membership, a person shall either own a home or have an Architectural Control Committee (ACC) permit to build a house in Tellico Village, or be the spouse, or an immediate family member (of majority age) of said person. Taken together, these individuals constitute a household for purposes of paying dues, voting, and participating in HOA activities.

Section 2. Associate Membership

To be eligible, a person shall be renting a residence within Tellico Village or be the spouse, or an immediate family member (of majority age) of said person. Taken together, these individuals constitute a household for purposes of paying dues and participating in HOA activities.

Section 3. Dues

To become a full or associate member, an eligible household shall pay dues to the HOA. Dues shall be established by the HOA Board of Directors (hereinafter referred to as the "HOA Board") at an annual per household amount, payable upon joining the HOA and annually thereafter.

The group of households identified as the "Pioneers" shall be accorded full lifetime memberships without the payment of dues so long as they remain Tellico Village residents.

The membership year shall be the calendar year, but multi-year memberships may be made available as deemed appropriate by the HOA Board.

If an eligible household joins the HOA for the first time after October 1 of a calendar year, its annual dues shall cover the balance of that year and the following calendar year

Section 4. Good Standing

A member in good standing is defined as an individual or household paying the current year's dues or having been granted a lifetime free membership by Board action.

Most social and special functions sponsored by the HOA are limited to HOA members.

Section 5. Voting Rights

Each household in good standing and holding full membership shall be entitled to cast one vote on all matters submitted to a vote of the membership. Associate members shall have voice, but no vote.

A majority of households present and voting shall rule on any issue presented to the membership. The HOA officer chairing the meeting shall vote only to break a tie.

Article IV-Officers and the Board

The HOA Board shall consist of the elected officers, standing committee chairs, liaisons, and immediate past president. Specific duties of HOA Board members shall be spelled out in job descriptions, which shall be reviewed and revised as necessary.

The business and affairs of the HOA shall be conducted by or under the direction of the HOA Board, which shall make binding decisions.

Section 1. Elected Officers

The elected officers shall be the President, Vice President of Programs, Vice President of Membership, Vice President of Social Activities, Vice President of Communications and Marketing, Vice President of Technology, Treasurer, and Secretary.

Section 2. Term of Office

Officers and Standing Committee Chairs shall be elected for a one-year term. Terms of office shall run concurrently with the fiscal year. Officers and standing committee chairs may serve for no more than two consecutive one-year terms in the same office, but must be elected for each term. At the discretion of the HOA Board and in the absence of viable candidates, officers may serve for more than two one-year terms, but must be elected for each term.

Section 3. Officer Duties

The President shall serve as the chief executive officer and shall supervise, direct and control the business and officers of the organization.

The Vice-President of Programs shall serve as presiding officer in the President's absence and shall be responsible for all programs presented at HOA quarterly general meetings.

The Vice President of Membership shall plan and oversee all aspects of membership.

The Vice President of Social Activities shall plan, coordinate, and manage social events.

The Vice President of Communications and Marketing shall, with the President and VP of Programs, set the HOA's annual communications strategy and shall be responsible for communicating HOA information to its members, and when applicable to other property owners and the local community.

The Vice President of Technology shall be responsible for the acquisition, operation, maintenance and systematic update of the hardware and software applications used to support the programs and service activities of the association.

The Secretary shall take and maintain minutes of all General Meetings and HOA Board meetings.

The Treasurer shall receive and deposit all monies, pay bills, keep records, and report on finances to the Board of Directors. In addition, the Treasurer shall prepare and submit an annual budget, file required state and Federal tax returns, and publish an annual financial report.

Section 4. Vacancy in Office

Should a vacancy occur in an elected office, the HOA Board shall appoint an HOA member to complete the current term of office. If the remaining term is greater than 90 days, the Board shall present the candidate to the membership at the next regularly scheduled General Meeting in accordance with Article VIII below.

Section 5. Executive Council

The Executive Council (hereinafter referred to as the "Council") shall consist of the elected officers and the immediate Past President.

The President may convene the Council. In the absence of the President or the inability of the President to perform the duties of the office, the Vice President of programs may convene the Council.

The Council shall conduct business that cannot be postponed until a regularly scheduled meeting of the HOA Board. The Council shall make binding decisions for the HOA. All decisions made by the Council shall be reported to the HOA Board no later than the next scheduled HOA Board meeting. A majority of the Council members present and voting shall be required to make a binding decision. The HOA officer chairing the meeting shall vote only to break a tie.

Article V-Meetings

Section 1. Meetings of the Board.

The HOA Board shall meet monthly. At each HOA Board meeting, time shall be provided for HOA members and any other individuals to address the Board. The President, in his or her discretion, may convene the Board in a meeting other than in traditional face-to-face form to discuss and finalize matters that are not completed at a regular Board meeting or that arise between meetings.

Section 2. General Meetings

The HOA shall hold a General Meeting not less than four times annually. The HOA Board shall announce the time and place of all General Meetings. When appropriate, the HOA Board shall hold additional General Meetings to facilitate face-to-face exchanges on matters of importance to home owners.

Elections shall be held at the November General Meeting.

Section 3. Special Membership Meetings

The President, at the discretion of the HOA Board, may call special meetings. Any HOA member may also ask for a special meeting by submitting a written request to the HOA Board. Such requests shall be presented to the Secretary or another Officer not less than 10 calendar days prior to the next scheduled HOA Board meeting and shall clearly define the issue(s) to be considered. The HOA Board shall approve or disapprove any such request. The Secretary shall notify the petitioner of the HOA Board’s decision as soon as possible.

Section 4. Voting and Meeting Notification.

Votes shall be taken at HOA General Meetings on substantive matters including the election of HOA Board members and the approval of bylaw amendments and budgets. At least 20 calendar days prior to such meetings, the HOA membership shall be notified of meeting dates and, when appropriate, provided access to related materials.

Notice of General and Special Membership Meetings shall be made in such manner as the HOA Board deems appropriate to provide the most comprehensive distribution.

Article VI – Committees and Liaisons

The HOA, as a representative of and voice for the Homeowners of Tellico Village, has a need to sponsor a number of Committees and to recognize a number of Liaisons, both from organizations across the Village to the HOA and from the HOA to local governments and Tellico Village Organizations. These organizations fall into three primary categories: standing committees, liaisons, and ad hoc committees. The responsibilities of these categories are defined below:

Section 1. Standing Committees

The Standing Committees are: At-Large, Neighborhood Watch, and Welcome Orientation.

(A) Duties:

The At-Large Committee shall be responsible for overseeing the maintenance of all HOA Bulletin Boards, managing all aspects of voting at General Meetings, and other tasks as may be assigned by the HOA President.

The Neighborhood Watch Committee shall be responsible for overseeing the Neighborhood Watch Program.

The Welcome Orientation Committee shall be responsible for coordinating with other Village organizations to conduct a program to welcome new residents to Tellico Village and assist them in making the transition to Tellico Village life.

B. Selection of Chairpersons:

Standing Committee Chairs will be nominated to their positions and elected at the November General Meeting along with HOA officers.

C. Voting Rights: Standing Committee chairs will have full voting rights in regularly

scheduled meetings of the HOA Board of Directors.

Section 2: Liaisons

HOA recognizes two categories of Liaisons.

The first is a liaison from the HOA to local governments. There are two local government liaisons, corresponding to the counties in which Tellico Village is located: Loudon and Monroe.

In addition, the HOA recognizes that there are organizations within Tellico Village whose membership shares many common concerns with HOA. The purpose of these liaisons is to foster a greater sense of community across all homeowners in Tellico Village. Those organizations which currently have liaisons to HOA are New Villagers, Tellico Village Friends of the Library, and STAYinTV. These may change over time, subject to approval of the HOA Board of Directors

A. Duties

Local Government Liaisons shall be responsible for informing and educating the membership about county issues, candidates, and government functions.

Liaisons to village organizations shall be responsible for ensuring that the membership of their organizations is informed about the plans, projects, and procedures of the HOA, and that the HOA, through its Board, is aware of the concerns of their membership which may impact the activities of the HOA.

B. Selection of Liaisons:

Local government liaisons shall be recruited for their positions by the President of the HOA, and seated subject to the approval of the Board.

Liaisons to and from Tellico Village organizations shall be selected by those

organizations, subject to approval by the HOA Board.

C. Voting Rights

Both categories of liaisons shall have full voting rights in regularly scheduled meetings of the HOA Board of Directors.

Section 3. Ad Hoc Committees

Ad Hoc Committees shall be convened by the HOA Board of Directors to investigate in depth major issues impacting Tellico Village Homeowners. These committees are intended to be staffed by persons from within Tellico Village that have substantial knowledge about and interest in a given subject matter.

The duties of Ad Hoc Committees shall be determined by the President of the HOA in consultation with the HOA Board of Directors. Establishment of an Ad Hoc Committee shall be by majority vote of the HOA Board of Directors. The Chairman or Chairwoman of each Ad Hoc Committee shall be appointed by the President of the HOA.

The number and purpose of Ad Hoc Committees is expected to change substantially over time. Unlike the standing committees and liaisons, these positions have specific technical interests focused on a single issue. At present the HOA recognizes two substantial Ad Hoc Committees:

- Downsizing
- Tennessee Department of Transportation

The HOA may, at its discretion, establish or disestablish Ad Hoc Committees when the sense of the Board is that any of these committees has fulfilled the purpose for which it was established. Regardless, all Ad Hoc Committees shall be continued each year by a vote of the HOA Board of Directors.

Chairmen and Chairwomen of Ad Hoc Committees will have no voting rights in regularly scheduled meetings of the HOA Board of Directors.

Article VII- Finances

Section 1-Fiscal Year

The fiscal year shall be the calendar year.

Section 2. Budget Preparation and Adoption

The Treasurer shall prepare an annual budget for approval by the HOA Board by December 1. The budget shall be submitted for approval by the membership at the February General Meeting

Section 3. Audit

An audit of the HOA financial records shall be conducted annually. The HOA Board shall appoint an auditor or an audit committee to carry out such audit.

Article VIII-Elections

Section 1- Nominating Committee

The HOA Board shall appoint a Nominating Committee no later than July 15. The Nominating Committee shall consist of two Board officers, one of whom shall serve as chair, and at least three representatives from the membership at large.

Section 2- Nominating Committee Duties and Responsibilities

The Nominating Committee shall identify at least one candidate for each elected officer and standing committee position, and shall ensure that the nominee is willing to serve if elected. The committee shall solicit names of candidates from HOA Board

members as well as from the HOA membership. In the interest of continuity, the Committee's nominee for President shall be chosen from the Executive Council. Only members in good standing may be nominated for an office.

At the October Board meeting, the committee shall present for approval the slate to be voted on at the November General Meeting. The slate shall be published promptly to the Membership in accordance with Article V, Section 4 above.

Following such publication, but not less than ten days before the November General meeting, any member in good standing may nominate another member for any elective office and notify the Committee Chair of the nomination. The Committee shall determine such nominee's eligibility and willingness to serve.

Section 3. Time and Method of Election

The election shall take place at the November General Meeting. A voice vote shall be called, unless a secret ballot is requested and approved by majority vote. A majority shall elect. If more than two candidates are nominated an office, a plurality shall elect.

Article IX-Quorum

A quorum for any General Meeting shall be two percent (2%) of the membership. A quorum of the Board of Directors shall consist of eight (8) Board members

Article X- Parliamentary Authority

The current edition of the Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law or its charter, bylaws, or adopted procedures.

Article XI-Amendments

Any HOA member may propose amendments to these bylaws. Amendments must first be submitted in writing to the Secretary, who shall provide the HOA Board with copies. The HOA Board must approve a proposed amendment by a majority before notice of the amendment is provided to the membership.

Notice of the proposed amendment shall be made in accordance with Article V, Section 4 above.

The bylaws shall be amended by a majority vote of the membership at any HOA General Meeting. Each member household in good standing may cast one (1) vote for the proposed amendment(s).

Article XII- Indemnification

The corporation shall indemnify every person, his heirs, executors and administrators, against all expenses reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of that person being or having been a director or officer of this corporation, or by reason of that person being or having been a director or officer of any other corporation of which this corporation is a shareholder or creditor, and from which other corporation such a person is not entitled to be indemnified, or by reason of such officer or director or former officer or former director becoming a party to any such action, suit or proceeding at the request of or at the direction to this corporation or any successor hereto; provided, however, there shall be no indemnification in relation to any matter as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement of

such action, suit or proceeding, indemnification of such person shall be provided only in connection with such matters covered by such settlements to which the corporation is advised by counsel that such person to be indemnified did not commit such a breach of duty. This right of indemnification shall be exclusive of other rights to which such person might be entitled, As used in this bylaw, expenses shall include, but shall not be limited to, amounts of judgments, penalties or fines and interest thereon for reasonable periods if time, rendered, levied or adjudged against such persons, costs of the action, suit or proceeding, attorneys' fees, witness fees and amounts paid in settlement by such persons, provided that such a settlement shall have been or is thereafter approved by the board of directors of this corporation. This bylaw is made a part of these bylaws to comply with and to take full advantage of Tennessee laws governing such indemnification.

The Board shall maintain insurance coverage to effectuate this Article.