



## BYLAWS 2024

**1) English Mountain Property Owners Association, Inc. is incorporated under the laws of Tennessee. Its goals are to:**

- (1) Work to make English Mountain a resort community under the laws of Tennessee.
- (2) Act as watchdog to see that all state and federal laws as they apply to land development are obeyed.
- (3) Encourage the use of sound engineering and zoning practices within the English Mountain Development.
- (4) Inform the membership of the association of all the facts pertinent to their investment interest.

**2) Membership/ Voting:**

- (1) Membership is automatic for all Home, Condominium, Property, & Business owners.
- (2) Members in good standing (dues paid, absence of unpaid fines or liens) have full privileges including voting, access to all roads & amenities. All members in good standing have the right to vote on Covenants.
- (4) Each household has one vote. Only one person (regardless of joint ownership or number of lots owned) may be designated as the voting member. Two membership cards per family shall be issued to those households in good standing. Exception: when two board members are on the board, each may vote on Board Only votes, NOT as membership vote; EXAMPLE: 1 vote per household for board nominees.



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### 3) **Officers:**

- (1) The officers of this association shall be the President, Vice-President, Secretary, and Treasurer to be elected from among the members of the board. The term of office for the President, Vice-President, Secretary, & Treasurer shall be one year.
- (2) Board members shall serve for three years, with one third of the total board members being replaced annually in order to facilitate a full rotation every three years. The board shall be a number divisible by three. The board is limited to a maximum of 9 members.

### 4) **Quorum:**

- (1) The annual meeting requires 15 members of good standing and 5 members of the board with at least 2 board members which are officers.
- (2) Board meetings require 5 members with at least 2 of which are officers.

### 5) **Amendment of Articles:**

- (1) Articles 1 through 5 can only be amended by a majority of the association members (in good standing) at the annual meeting or at a meeting called specifically to amend articles 1 through 5 (with prior notice for membership attendance. Example: Announced 2-4 weeks in advance).

### 6) **Duties of the Officers:**

Officers: The officers of the EMPOA shall be the President, Vice-President, Secretary, Treasurer, and such other officers as the board may from time to time elect. Officers shall be board members and serve a term of one year. The office or officer that process membership documents and databases



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shall be entitled to a yearly stipend in the amount authorized by the Board at the Annual Meeting, to be shared if more than one officer is handling this matter. Otherwise, offices will serve without salary. No person may hold more than one office at a time.

- 1) **President-** The president of the EMPOA shall serve as Chairman of the Board. The President shall be vested with the powers and duties generally indicated to the office of, President of a non-profit corporation, except as maybe otherwise designated or defined by action of the Board or as specifically set forth in these Bylaws. He/ She shall appoint, with the approval of the Board, the chairpersons and members of the Architectural and Road committees and other committees deemed necessary. He/ She will be an ex-officio member of all committees. The President will preside over all meetings. The President will carry no vote but reserve the right to break ties.
- 2) **Vice-President:** In the absence of the President, or in his or her inability to act, the Vice-President is empowered to act and thereupon be vested with the powers and duties of the President of the EMPOA and shall assume the duties of the Secretary and Treasurer in their absence or incapacity.
- 3) **Secretary:** The Secretary of the EMPOA shall keep the minutes of the business and other matters transacted at regular scheduled meetings of the EMPOA, and at special meetings of the Board of Directors. The Secretary shall mail or cause to be mailed, all notices required under these Bylaws. The Secretary shall have custody of the corporate seal and records and shall maintain a list of all Board Members and their address and a list of owners and their addresses, and perform all other duties indicated to the office of Secretary.



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- 4) **Treasurer:** The Treasurer shall have custody of the funds of EMPOA, collect monies due, pay the obligations of the EMPOA out of its funds and perform other such duties as are incidental to the office of Treasurer. At the election of the Board, the Treasurer may be required to be bonded for such and under such conditions as the Board may see fit to impose. An annual audit of the records may be made prior to the Annual Meeting and the results announced to membership at that meeting. Any such audits shall be conducted by an audit committee appointed by the Board which shall consist of three Members only one of whom is an officer and/or Board Member of EMPOA or by a certified public accountant as the Board may decide at the previous Annual Meeting.

7) **Elections:**

- (A) **The Board:** Elections for the Board of Directors shall be held at the Annual General Meeting in July. Up to three candidates may be elected each year.
- 1) **Nominees:** In May of each year, any member in good standing may file with the Secretary a statement of his or her nominees for office on the Board of Directors, said statement to be accompanied by a brief resume of the candidate's qualifications of office and the signature of the candidate.
- 2) **Eligibility for Voting:** The Secretary shall notify the eligible voting membership in writing one month prior to the Annual Meeting as to the slate of candidates, as selected by a nominating committee. Included in this notification shall be the candidates' qualifications for the office and a labeled ballot for the voting member to mark and return to EMPOA.



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- 3) **Ballots Cast:** The voting Members shall cast their ballots by returning them to the Secretary of the EMPOA by the time the Annual Meeting is called to order. Only votes by Eligible Members on the original labeled ballots will be counted.
  
- 4) **Election Committee:** Upon the receipt of each return, the Secretary shall place the sealed ballot in a secured box or safe until the day of the Annual Meeting. The Election Committee shall be composed of the Secretary and President (unless either of them is running for re-election on the current slate) and at least one Board Member who is not an officer. Any ballots that are found to have any discrepancies shall be disqualified by the vote of most of the members of the Election Committee. The ballots shall be kept in a safe by the secretary for one year. The President will announce the election result at the re-convened Annual Meeting, and terms of office shall commence. At the start of New Business, the newly elected board will announce the positions of office and committee assignments.

(B) **Vacancies:**

**The Board:** In the event that the seat of any Board Member becomes vacant by reason of death, disability, resignation, retirement, or gross lack of interest, removal of office, sale of property in the community, or otherwise, a majority of the remaining Board Members, even if less than a quorum, may appoint a successor, who must be a member in good standing by June 1, of the prior election cycle, who shall remain in office for the remainder of the term of office of the person being replaced. The appointment for the purpose of filling said office vacancy may be placed at any a regular meeting of the board.



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- 1) Officers: If an officer of the board is unwilling or unable to complete his/her term of office, it shall be the duty of the President of the Board (or Vice-President in his/her stead) to appoint for the unexpired term a successor from the board of the HOA. Such an appointment must be ratified at the next regular meeting.
  
- 2) Acceptance of position: After the voting results have been read at the July Members Meeting, newly voted board members must be present to accept the position. If a member is not present to accept the position, the position will be given to the nominee that received the most votes from eligible members. If all nominees are placed on the board and a vacancy still exists, then nominees will be taken from the eligible membership present at the meeting.
  
- 3) Multiple Board Members Household: Eligible members from the same household are not eligible to run for board positions. The only exception for this is if there are not enough nominees from the membership.

### C) Removal:

- 1) The Board:

Any Board Member may be removed for cause by a majority of the voting membership where there is a quorum provided, he/she has been declared of unsound mind by court order, failed to accept or perform the duties of office of the Board Member (attending at least 50% of Board Meetings), or has been guilty of conduct which in the opinion of the Board of the membership has been prejudicial to the interests of the



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EMOPA, or for any reason sufficient in the opinion of the membership.

### 2) The Officers:

Any officer may be removed when, in the judgement of most of the Board of Directors, the best interest of EMPOA will be served by such removal.

### 8) **Committees:**

#### A) The Architectural Committee:

- 1) An Architectural Committee (hereafter referred as the "AC") is hereby created. The newly elected President of the Board of Directors shall nominate to the AC no fewer than three and no more than five persons, who shall be ratified by the board. The AC shall have the responsibility of creating a process whereby all proposed structures and other improvements shall be obtained prior by the AC before any improvements to the structure, new construction, or alterations/improvements to the exterior of any existing structure, shall be placed on the land. The AC shall determine the number of procedures, forms, and content of the application process. With the approval of the Board, establish and levy reasonable fees for the issuance of building permits, variances, transference fees of \$100 and any other permits or procedures that may from time to time be deemed necessary. Any owner may report noncompliant conditions to the AC, who shall investigate the complaint and act consistently to enforce the provisions of the Covenants. The powers of the AC are further described in Article IV of the Protective Covenants.



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- 2) Road Committee: Road Committee is hereby created. The newly elected President of the Board shall nominate to the Road Committee no fewer than three nor no more than five persons, who shall then be ratified by the Board. Among other things, this Committee shall have the responsibility of managing the creation, maintenance, improvements, finishing of the private roadways within the community, and for maintaining and beautification of common areas, as funds permit.
- 3) Other Committees: The President of the Board may create other committees as may be required from time to time, as to assist in dealing with special concerns that may arise in the future.

9) **Meetings: All meetings will be conducted following:**

Roberts Rules of Order

- A) Regular Meetings: There will be 3 regular Board Meetings, one in April, one in July, and one in October.
- B) Annual Meeting: The July Board Meeting will be the Annual Meeting, at which Board Members will be elected, business will be brought before the membership, the proposed mandatory annual assessment will be ratified, and the dates, time and location of the following year's regular meeting announced. Minimum dues for owners are: \$110.00 per home, and \$55.00 per unimproved lot. Business to pay minimum of \$550.00. Corporations/Businesses and owners of tracts of land shall pay a minimum of \$550.00. Legal action up to and including late fees, & liens will be placed against Property Owners for failure to pay dues in a timely manner. In the event the proposed change in the amount of the annual assessment or special





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assessment is not ratified, the previous year's assessment shall continue in place. After old business at the Annual Meeting, the new Board will meet to elect officers, and the new President will then appoint, subject to the approval of the Board, such committees, including the Architectural and Road Committees, as he/she shall recommend, and Board shall approve. The Board may by resolution determine that they should meet with greater frequency. Upon the adoption of such a resolution setting forth the times of such regular meetings, the requirement of this section calling for notice of such meeting shall be waived, except insofar as it may apply to Special Meetings. If a Community Newsletter or the EMPOA website that includes the dates and times of the regular meetings is being published regularly, no additional notification is required. If such newsletter/website ceases to be published, then the Secretary shall give notice to each member of the Board of Directors 10 days in advance of any regular or special meeting. Any Board member may be represented at any meeting by proxy. This proxy must be in writing and shall be filed with the Secretary. Proxy votes should be turned no later than 5-day business days prior to the meeting unless a family emergency should arise and will only hold significance for that meeting. No board member shall hold more than 1 proxy vote.

- C) Special Meetings: Special meeting of the Board may be called by the President and held at such time and place as the call or notice shall designate. Notice of a special meeting may be given in writing one week prior to the date of said meeting. In addition to Board Members receiving notice by phone, email or text. The notice of every special meeting shall state the purpose for which it is called, and no other business shall come before that meeting. All Special Meetings shall be held as an in-person meeting; a minimum of 5 Board Members and 2 of which are officers.



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- D) **Action without Meeting:** Any action which, under the application provisions of these Bylaws, may be taken at a meeting of the Board, may be taken by electronic mail or text provided all Board Members are notified and a minimum of 5 Board Members have approved action. This action must be ratified at the next regular meeting by signed written consent.
- E) **Committee Meeting:** When given adequate notice (7-10 business days) by the Chairperson of a committee, the members will meet on the day designated by the Chairperson, to handle committee business that requires attention. Alternatively, where possible, committee business may be handled by electronic notice by the chairperson of a committee e-mail, provided that the chairperson retains records of the consensus of the members on any issue dealt with this way.
- F) **Order of Business:**
1. Welcome:
  2. Roll Call:
  3. Quorum: Established:
  4. Approval of Last Meeting Minutes:
  5. Board Updates/ Open Forum:
  6. Ratify Agenda:
  7. Old Business:
  8. New Business:
  9. Timed speaking from Members in Good Standing (Only at Annual Members Meeting or if President approves): Names submitted Prior.
  10. Action Items & Next Steps:
    - a) Motions:
  11. Adjournment:

### 10. Powers of the Board:



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The Board of Directors:

- A) Shall have the broad power, subject to the limitations contained in these Bylaws, to make all contracts necessary for the normal operation of EMPOA, including employment contracts, and to perform such offices as it may deem necessary for the welfare of EMPOA, and to delegate its administrative authority to committees, agents, and employees.
- B) Shall have the right to enforce the Restrictions stated in the EMPOA's Protective Covenants and to abide by and enforce the Bylaws of the EMPOA.
- C) Shall manage and control the affairs of EMPOA, unless otherwise provided herein or in the Covenants.
- D) Shall designate a banking institution or institutions as depository for EMPOA's funds and the officer or officers authorized to make withdrawals therefrom and execute obligations on behalf of EMPOA.
- E) Shall adopt such rules and regulations relating to the use of EMPOA property as they will be necessary for the best interests of EMPOA and its members. They will also, in order to better enforce said rules and regulations, adopt reasonable sanctions for non-compliance (e.g. liens for failure to pay dues).
- G) May establish and levy reasonable fees for the Architectural Committee's issuance of buildings or other permits or for the use of EMPOA property.
- H) May employ a sufficient number of persons to secure and maintain EMPOA property adequately.



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- I) Shall support the efforts of the Architectural and Road Committees and such other committees as the Board may from time to time deem it necessary to establish the Board's executive branch for upholding the standards and enforcing the restrictions of the Protective Covenants.
- J) May adopt a corporate seal as the Seal of EMPOA.
- K) May not borrow money except by the following procedure: Upon the written affirmation of a majority (51%) of the Board that the interest of EMPOA, the membership shall also be informed in writing, or posted on the website. Such report to the membership shall state the purpose or purposes for which the money will be used, the need to borrow money for such purpose or purposes, and the proposed method of repayment including, if applicable, the necessity to pledge or assign future revenues of EMPOA as security, therefore. The membership shall have a reasonable opportunity (not less than fifteen days) to review said request to borrow money and to comment thereon, either at hearings held thereon or through such other means as the Board may deem appropriate. A special meeting of the membership shall then be held as hereinbefore prescribed in these Bylaws for the purpose of voting on the proposal to borrow money and, if applicable, to pledge future funds as security, therefore. A two-thirds (2/3) affirmative majority of the votes cast (by members in good standing, present) at such special meeting shall be required for approval.
- K) As may be deemed necessary, the Board may perform other acts which authority to perform has been granted herein or by the law.
- L) Shall have all powers normally permitted to be exercised by a non-profit corporation in the State of Tennessee.

### 11. Parliamentary Authority:



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Robert's Rules of Order shall be the parliamentary authority governing our meetings.

### **12. Amendments:**

Subject to the limitations imposed by Article 5 herein, these Bylaw may be altered, amended, or added to by a majority vote of the Board of Directors, Provided prior noticed is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Article 9, paragraph C herein.

### **13. Disbandment and Disbursement of Assets:**

In the event the Association is discontinued and disbanded for any reason, it shall, insofar as funds of the Association are available, pay all outstanding debts and obligations incurred by the Association in the legitimate pursuit of its objectives. The remaining assets, both cash and physical, shall be donated to local worthwhile charities after giving 30 days written notice of such action to all members in good standing at such time.