

**CONSTITUTION AND BY-LAWS**  
**of the**  
**COUNTRYWOOD NEIGHBORHOOD ASSOCIATION**

Adopted by majority vote at the general membership meeting,  
November 16, 2001, at Colonial Country Club  
Cordova, TN 38016

**ARTICLE I -- NAME**

The organization shall be known as the COUNTRYWOOD NEIGHBORHOOD ASSOCIATION, Inc., a non-profit organization, hereinafter referred to as the Association.

**ARTICLE II -- PURPOSE**

1. This Association is organized for the purpose of providing a forum for discussion and community action on civil problems, for united action in promoting the improvement and betterment of the Countrywood community, for encouraging the maintenance of neat and well-appointed appearance of both personal and public property, and to investigate and take necessary action to enforce the restrictive covenants, and to aid and assist duly appointed law enforcement officers in maintaining the peace and tranquility of the area.

2. It is intended that nothing contained in these by-laws shall be contrary to laws or decisions of city, county, state or federal authorities governing this area.

**ARTICLE III -- MEMBERSHIP**

1. Membership shall be on a household basis, based on the personal honor, integrity, good faith, and belief in the principles for which this Association is formed. Membership shall be open to any homeowner, condominium owner, residential lot owner, or leaseholder in Countrywood. Eligibility for membership shall be automatic with residence within Countrywood and such residents shall automatically become active members upon payment of dues, and thus eligible for all the amenities and services offered by the Association.

2. Associate Membership: Associate memberships shall be open to persons having a common interest in the purposes for which the Association is organized, and include, but not limited to, builders, Realtors, and other businessmen having significant contact in the subdivision. Associate memberships may be awarded by a majority vote of the Board of Directors and upon payment of annual dues in an amount to be determined by the Board. Associate members shall have no vote in Association matters, but shall be allowed to voice opinions and enter into discussions relating to matters brought before the Board of Directors or the membership.

3. Membership in the Association shall terminate when a member or associate member ceases to comply with the conditions of membership in Articles II and III, or fails to pay annual dues.

4. Any member may withdraw from membership in the Association by giving written notice of their intent to the Board of Directors. Previously paid dues may not be refunded in whole or in part.

**ARTICLE IV -- DUES**

1. The Board of Directors shall set dues for each calendar year before December 31 of the preceding calendar year. Dues are to be assessed by household or residential (i.e., vacant) lot, by Homeowner Association groups, and by apartment complex units in Countrywood. Dues are due and payable before May 1 and cover the current calendar year.

2. Any changes in annual membership dues or additional finances needed shall be enacted by a two-thirds majority vote of the Board of Directors. The Board may act independently on matters relating to dues, or may submit the matter to the full membership depending on the nature of the requirement, and the authority otherwise conferred herein to the Board of Directors.

2.

#### **ARTICLE V -- BOARD OF DIRECTORS**

1. A board of nine directors, including officers, shall have charge of the affairs of the Association. Each board member shall serve a term of three years, with three members elected each year at the annual meeting to be held each February. Term of each director shall begin March 1 of the year elected, and each shall be seated at a regular Board meeting to be held at the discretion of the current President as soon as possible after March 1 each year. In the event a vacancy on the Board should occur between annual meetings, the President, with the approval of a majority of the Board of Directors, may appoint an Association member in good standing to fill the unexpired term. Board members may serve successive terms.

2. The Board of Directors shall meet once each quarter or more frequently at the discretion of the President at such times and places as designated by the Board.

3. The Board of Directors with the approval of a majority of its members shall have authority to authorize all expenditures for any bona fide or beneficial cause deemed in the best interest of the Association.

#### **ARTICLE VI -- OFFICERS**

1. On even numbered years, at the meeting at which new directors are seated, directors shall elect the following slate of officers for two-year terms: President, Vice-President, Treasurer, and Secretary. Duties of the officers shall consist of the following, plus other duties assigned by the President as needed:

##### **A. PRESIDENT**

The President shall preside at all meetings of the Association and at Board meetings.

The President shall appoint necessary committee chairpersons, and shall consult with such chairpersons on additional members of such committees.

The President shall present an annual report at the February annual meeting.

The President shall have authority to approve an expenditure not to exceed five hundred dollars (\$500.00) for any cause deemed bona fide and in the best interest of the Association.

##### **B. VICE-PRESIDENT**

The Vice-President shall serve as President-Elect, to succeed to the office of President should for any reason the post becomes vacant, and shall assist the President in the duties of the office; and in the absence of the president, the Vice-President shall preside at all meetings.

In the absence of both officers, a board member present shall be selected as chairperson for that meeting.

### C. SECRETARY

The Secretary shall keep a record of proceedings of the business of each meeting of the Board and Membership Meetings, and shall have custody of the Association's Corporate Seal, Charter, and By-Laws, and other records which shall be open at all reasonable times to any paid member.

The Secretary shall be responsible for keeping a roll of all members.

The Secretary shall give notice of all regular and special meetings.

The Secretary shall generally keep a file of and care for all correspondence of the Association.

The Secretary shall maintain a historical scrapbook of media announcements.

3.

### D. TREASURER

The Treasurer shall collect all funds mailed to the Association and shall deposit such funds to the credit of the Association in a bank or trust company selected and approved by the Board of Directors. All withdrawals therefrom shall be by check signed by either the Treasurer or President of the Association. The Treasurer shall prepare and submit bank reconciliations each month to the President which both shall sign.

The Treasurer shall request budget proposals from Directors and shall prepare a final budget to be submitted to the Board of Directors for approval. The Board shall approve each year's budget by December 31 of the foregoing year.

The Treasurer shall be responsible for strict maintenance of all incoming funds and disperse outgoing funds in accordance with the approved budget. The budget shall be subject to amendments during the year if approved by a majority vote of Directors.

A record of all receipts and disbursements shall be kept by the Treasurer, and he/she shall render a financial statement at the annual meeting each February for the preceding fiscal year, together with the approved budget for the current year.

### E. PRESIDENT EMERITUS -- Immediate Past-President

The immediate past-president shall serve as ex-officio and non-voting member of the Board of Directors for a period of one year from the seating of a newly-elected president, or from the date of his/her resignation. The President Emeritus shall assist and advise the Board of Directors in all business concerning the Association.

2. Officers may serve successive terms.

## ARTICLE VII -- COUNTRYWOOD COUNCIL

1. The Board of Directors shall appoint, at their discretion, and by majority vote, a Countrywood Council consisting of six (6) Countrywood Association members in good standing, to act as an advisory panel to assist the Board. Council members shall be named from each of the sectors of Countrywood, as follows:

Old Countrywood -- one member

East Countrywood -- one member

South Countrywood -- one member

Countrywood North -- one member

Carrollwood -- two members

2. The Council shall elect one of its members as Chairman of the Council, and may hold meetings independent of the Board of Directors at its discretion. The Council or its spokesperson shall meet with the Board at least once each quarter in an advisory capacity in matters pertaining to Association business. Council members shall have no vote in Board matters.

3. It shall be the duty of the President of the Association to solicit candidates for Council positions when the Council is formed or as vacancies occur, and submit such candidates for majority Board approval.

4. Council members shall also serve as regional directors in the Membership Committee, for the purpose of contacting and engaging new members from non-dues-paying households. In this capacity each shall report to the Chairperson of the Membership Committee appointed by the President.

5. Council members may serve successive terms.

4.

#### **ARTICLE VIII -- COMMITTEES**

The Committees of the Association shall include but not be limited to the following: Nominating, Security/Governmental Liaison, Membership, Property Maintenance, Public Relations, Covenant Enforcement. The President shall appoint one member of the Board to chair each committee, and that chairperson may appoint additional members as needed, with the exception of the Nominating Committee.

The President shall appoint a Chairperson for the Nominating Committee at a regular Board meeting during the last quarter of each calendar year. The chairperson shall be a member of the Board and may appoint 4 additional members not presently serving on the board. Members shall have been members of the Association in good standing for at least one year.

A. The Nominating Committee shall prepare a slate of three candidates for three vacating board seats to be presented by the Nominating Committee chairperson the annual meeting of the Association.

B. In addition, at the annual meeting of the Association, nominations from the floor are in order and may be accepted before nominations are closed.

C. Nominations for vacant positions on the Board of Directors or the Countrywood Council occurring between annual meetings may be made by petition and signed by at least six Association members.

#### **ARTICLE IX -- MEETINGS**

1. All meetings shall be held at such times and places as designated by the Board of Directors. All arrangements shall be made by the Board.

2. The annual meetings shall be held in the month of February each year for the purpose of electing three new directors, and a complete report of the activities of the Association to the membership.

3. A special meeting of the membership may be called upon the written petition of 25 members of the Association in good standing, presented to the President stating the purpose of said meeting. Ten days notice shall be given in advance of such a meeting, which shall be sent to all members by the Secretary, stating the time, place, and object or purpose of the meeting. The cost of notification (i.e., mailings, newsletters) shall be borne by the petitioners.

4. To transact any business of the Association in session, members present shall constitute a quorum.

5. At regular meetings the following shall be the order of business: (1) Roll call (accomplished by a check-in at the door before general meetings), (2) Read and approve minutes of the prior meeting, (3) Report of officers and Board (and/or committee chairpersons if needed), (4) unfinished or old business, (6) new business, (7) adjournment.

#### **ARTICLE X -- AMENDMENTS**

This constitution and by-laws shall not be altered except by a two-thirds favorable vote of the members present at any regular meeting or at a meeting specifically called for this purpose. Copies of such prepared amendments shall be sent to the entire membership 15 days in advance.

**END**