

BYLAWS

OF

POPLAR CREEK ESTATES HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I

The name of this Corporation shall be the Poplar Creek Estates Homeowners' Association, Inc., hereinafter referred to as the "Association," a not-for-profit corporation organized under the laws of the State of Tennessee.

ARTICLE II

The principal office of the Association shall be 200 Church Street, 4th Floor, Nashville, Tennessee 37201. The Association may establish other offices at such other places as the Board of Directors may determine from time to time.

ARTICLE III

Definitions

Descriptive terms used in these Bylaws shall have the meaning or meanings set forth in the Declaration of Covenants, conditions, and restrictions for Poplar Creek Estates hereinafter referred to as the "Declaration," as it is amended or will be amended from time to time such declaration, amendments, and supplements as recorded in Book 6987, Page 966; Book 6662, Page 433; Book 6486, Page 587; and Book 6474, Page 346 of the

Register's Office for Davidson County, Tennessee, which declaration is incorporated and made a part of these Bylaws. All of the terms and conditions of said Declaration shall be deemed incorporated herein for any and all purposes.

#### ARTICLE IV

##### Association Membership and Voting Rights

Membership in the Association and the voting rights of members are established in Article III of the Declaration of Record in Book 6662, Page 433, 435, and any amendments thereto, of record in the Register's Office for Davidson County, Tennessee.

#### ARTICLE V

##### Meetings of Members

1. There shall be an annual meeting of the members of the Association at such place and on such day as may be designated by the Board of Directors of the Association.
2. Special meetings of the members may be called by the President or the Board of Directors of the Association. Upon the written request of members holding sufficient votes to constitute a quorum at a meeting of the members of the Association, the Board of Directors shall call a special meeting of the members.

3. Notice of the meetings of the members of the Association shall be mailed to each member at least ten (10) days but not more than thirty (30) days before the date such meeting is to be held. Such notice shall be signed by the Secretary and shall state the place, date, hour, and, in the case of a special meeting, the purpose of the meeting. At such special meetings, the business transacted shall be confined to the business stated in the notice.

4. At all meetings of the members of the Association, the presence, in person or by proxy, of one-tenth (1/10) of the members entitled to vote shall constitute a quorum of the members.

5. Any notice required to be sent to any member or owner under the provisions of the Declaration, Charter, or these Bylaws, shall be deemed to have been properly sent when mailed, postage prepaid, to the last known address of the person who appears as a member or owner on the records of the Association at the time of such mailing.

6. Any notice required hereunder shall not be deemed required for any persons becoming members before the meeting but after the notice specified in paragraph 3 is mailed.

ARTICLE VI

Directors

1. The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors may implement and exercise all powers of the Association and do all lawful acts and things which are not prohibited by statute, the Declaration, the Charter of the Association, these Bylaws, or such acts or things as are reserved to the members.

2. The Board of Directors of the Association shall consist of not less than three (3) Directors who shall be elected by members of the Association, voting in accordance with the provisions of the Bylaws. Membership on the Board of Directors may be increased or decreased by vote of the membership at any duly constituted meeting but shall not, in any event, be composed of less than three (3) members.

At the annual meeting in 1987, the Board of Directors shall be appointed and elected in accordance with Article III of the Restrictive Covenants, Book 6662, page 436, Register's Office of Davidson County. At the annual meetings thereafter, Directors shall be elected by the membership to fill the expiring position or positions, such new term to be a three (3)-year term. Upon the death or resignation of a Board Member, the vacancy shall be filled by the remaining membership of the

Board to serve the balance of the unexpired term of the vacating member.

3. Directors of the Association shall be elected for a term of three (3) years and shall serve until their successors are elected and qualified.

4. A regular, organizational meeting of the Board of Directors shall be held immediately following the annual meeting of the members of the Association and at least annually thereafter.

5. Special meetings of the Board of Directors of the Association shall be called by the Secretary upon the request of the President or any two (2) Directors.

6. The Secretary shall serve upon or mail to each Director then in office notice of all meetings of the Board of Directors, whether regular or special, no less than five (5) days nor more than thirty (30) days prior to the date of such meeting. Such notice shall state the time, date, and place of such meeting of the Board of Directors. Such notice need not state the purpose or purposes of any meeting. Directors may waive notice before, during, or after any meeting of the Board. The attendance of a Director at any such meeting, whether

regular or special, shall constitute a waiver of notice; unless for the express purpose of objecting to the transaction of any business at such meeting because of its not having been lawfully called or convened.

7. At all meetings of the Board of Directors of the Association, the presence of a majority of the Directors then in office shall constitute a quorum.

8. Whenever the Board of Directors of the Association is required or permitted to take any action by vote, such action may be taken upon the written consent signed by all of the directors entitled to vote thereon without a meeting.

9. The Board of Directors may designate and appoint such committees as it may from time to time deem advisable to carry out the purposes and business of the Association. The Board of Directors shall appoint a three (3)-person committee to review and enforce the restrictions regarding architecture, maintenance, and use.

10. The Board of Directors of the Association shall have the power and authority to recommend the adoption, amendment, or repeal of any Bylaws of the Association. Upon the recommendation of the majority of the whole Board, such changes

in the Bylaws shall be referred to the membership for action at any regular or special meeting of the members, in accordance with the Declaration.

11. The Board of Directors of the Association shall have full power and authority to fix assessments and enforce collection thereof, all in accordance with the Declaration.

#### ARTICLE VII

##### Officers

1. The Officers of the Association shall consist of a President and a Secretary-Treasurer both of whom shall be members of the Board of Directors.

2. The Officers shall be elected at each annual meeting of the Board of Directors by majority vote of the Directors. The Board of Directors may remove any Officer from office at any time by the affirmative vote of a majority of the Directors then in office. In case of a vacancy in any office, the vacancy shall be filled by the Board of Directors.

3. The President shall be the Chief Executive of the Association, he shall preside at all the meetings of the members and the Board of Directors and shall have general and active management of the business of the Association. The President

with the Secretary-Treasurer shall execute the contracts, conveyances, and other instruments requiring execution by the Association, except where different signing and execution has been provided for by the Board of Directors expressly.

The Secretary-Treasurer shall attend all meetings of the members and of the Board of Directors of the Association, record all votes and the proceedings thereof, and maintain minutes. He shall see that all notices are duly given as required by the Bylaws or applicable law and shall be custodian of the corporate records. As Treasurer, he shall have custody of the funds and securities of the Association and shall keep full and accurate records of all accounts, receipts, and disbursements. Upon demand of the President or Board of Directors, he shall provide a written report of the financial condition of the Association.

4. The Board of Directors may require any of the Officers to give such bond as they may determine for the faithful performance of duties.

5. All corporate checks shall be signed by the President or Secretary-Treasurer.



ARTICLE VIII

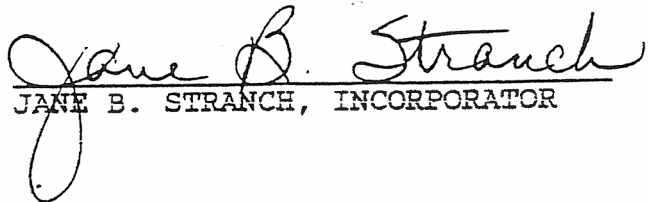
Rules and Regulations

1. The Association, through its Board of Directors, shall have full power and authority to make and amend reasonable rules and regulations governing all of the property subject to the Declaration. Such shall have presumed to have been published when a copy of the same has been mailed, postage prepaid, to the last known address of the persons who appear as members or owners on the books and records of the Association at the time of such mailing.

2. The Board of Directors shall have the right to levy reasonable fines for rule or regulation violation and to collect the same.

3. The Board of Directors or architectural review committee may demand a reasonable performance bond pending the construction of any improvement on any lot.

These Bylaws adopted this 12<sup>th</sup> day of January  
1987.

  
JANE B. STRANCH, INCORPORATOR