To the Members of the LVPOA:

Below you will find the 2015 Proposed changes to the bylaws of the Association. We are submitting these documents for you to review prior to the Annual Meeting. These changes have been vetted and approved by the attorney for the Association.

The purpose of these changes is to continue the efforts of the Board to bring our bylaws into compliance with the Tennessee Non-profit Corporations Act. This act is the legal authority for all activities of non-profit corporations. These changes will be discussed and a vote taken at the Annual Meeting, to be held July 11, 2015. Please feel free to submit any questions to the Board in writing if you will not be able to attend the meeting.

Article IV – Board

1. Number and Qualification. The Board shall consist of seven individuals, all of whom must be members.

2. Powers and Duties. The Board shall have all powers and duties necessary to administer the Association’s affairs and may do all acts that are permitted by law or by these bylaws to be done by a board of directors of a non-profit corporation.

3. Nominations. Nominees may originate from the Nominating Committee, from Members sending their name and a brief biographical sketch to the Board, or by direct nominations from the floor at the annual meeting.

4. Election and Term of Office.
   a. In order to provide for continuity of experienced Directors, Members shall at the July 1996 annual meeting, elect
      i. Three Directors to serve a one year term
      ii. Two Directors to serve a two year term, and
      iii. Two Directors to serve a three year term.
   b. At each annual meeting, Members shall elect Directors to fill the position of out-going Directors, and the elected Directors shall serve a three year term.
   c. No Director shall serve more than two consecutive terms.
   d. The candidates receiving the most votes shall be elected to fill vacancies.

5. Vacancies. If a Director resigns or is no longer a Member or is otherwise ineligible or unable to serve, a majority of the remaining Directors shall elect a successor Director to serve the remainder of the vacating Director’s term. This election shall be held at the next meeting of the Board to be scheduled by the Association’s president as soon as is reasonably practical after the vacancy occurs.

6. Removal. At any annual meeting or special Members meeting in which the issue of removal of a Director is included in the Notice of the meeting, a majority of the Members may remove a Director (with or without cause) and elect a successor. The Director whose removal is at issue shall have an opportunity to speak at this meeting.

7. Annual Board Meeting. The Board shall meet immediately after the annual meeting of Members, at which time the Board shall
   a. Elect officers for the new fiscal year, and,
b. Schedule a time and place for regular Board meetings for the new fiscal year. No additional Notice to Directors of regular meetings shall be required.

8. **Regular Meetings.** The Board shall meet at least quarterly and more often if necessary to manage the affairs of the Association. If a Director cannot be physically present at a meeting, they shall be considered to be in attendance if they attend via video or audio connection. A Director attending via video or audio connection will participate in all aspects of the meeting as if they were physically present.

9. **Special Meetings.** Any Director may call a special Board meeting. The Association’s secretary shall give each Director notice of the time and place of the meeting. The notice shall state the purpose of the meeting, and no other business may be conducted. For the purpose of a special Board meeting, notice may be given by telephone or by any other reasonable means at least three (3) days before the meeting.

10. **Voting.** Each Director has one vote. The Board acts by majority vote of its Directors.

11. **Action by Consent.** If all Directors agree in writing to act without a meeting, Directors may vote by mail or telephone without a meeting. However, the action shall not be effective until written confirmation of all votes is received by the Board of the Association.

12. **Quorum.** A quorum is achieved with a majority of Directors present in person or through audio or visual connection.

13. **Proxy Voting.** Directors may not give their proxy to another Director to vote on business conducted during a regular or special Board meeting.

14. **Procedure.** See Article III.4 above.

15. **Compensation.** Directors shall serve without compensation of any type. However, the Association shall reimburse any out-of-pocket expenses reasonably incurred by a Director in connection with service as a Director.

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**Article VI – Amendment**

These bylaws may be amended using procedures consistent with TN laws governing non-profit corporations.

1. The bylaws may be amended using procedures listed below:
   a. The Board of Directors may amend or repeal the Association’s bylaws.
   b. The members may amend or repeal the Association’s bylaws even though the bylaws may also be amended or repealed by the Board of Directors.
   c. An amendment to the bylaws shall be approved by members by two thirds (2/3) of the votes cast or a majority of the voting power, whichever is less.

2. Notice of proposed amendments will be provided to the Members of the Association prior to any meeting of the Members during which the amendment(s) will be subject to discussion or voting. This notice may be accomplished by the method(s) determined by the Board to be most effective in reaching the Members. These methods may include, but not be limited to: hard copy notices delivered to the address of record for the Member by the US Postal Service, electronic mailings to email addresses provided by the Member, posting on the Board approved website, or any other reasonably accessible method approved by the Board.

3. Members may also vote by written ballot. Members will be provided written ballots along with the proposed amendment language. The voting period will be clearly indicated on the ballot. The voting period may or may not coincide with the date of the Annual or special meeting.

**Comment [M1]:** State law is 2 days.
4. Members may complete their ballots and return them to the Secretary of the Association in one of the following ways:
   a. Hard copy ballot delivered by US Postal Service or other commercial delivery service.
   b. Scanned copy forwarded to the Board via electronic mail.
   c. Delivered to the Secretary in person by prior arrangement or at the Annual or Special Meeting.

5. Members may vote in person or via properly executed proxy at the annual or a special meeting.

6. The aggregate of the votes will be tallied to determine if the proposed amendment(s) will be adopted.

Comment [M2]: This is a misreading of the written ballot law. You cannot combine votes on written ballot and a vote at a meeting. This needs to be stricken. You can do an entire vote by written ballot or not use written ballots at all. I have conducted numerous votes on written ballot for HOA's in recent years. It is a fairly complicated process to get correct.