

BYLAWS OF
ROYAL OAKS GOLF VILLA HOMEOWNERS ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the corporation is ROYAL OAKS GOLF VILLA HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Townhouse Association." The principal office of the corporation shall be located at 900 Riverview Towers, 900 S. Gay Street, Knoxville, Tennessee, 37902-1810 or at such other place as shall be lawfully designated by the Board of Directors (the "Board"). Meetings of members and directors may be held at such places within the State of Tennessee, County of Blount, as so designated by the Board.

ARTICLE II
PURPOSE

The purpose of the Townhouse Association shall be as provided in its Charter. The goals of the Townhouse Association are to be carried out through any and all lawful activities, including others not specifically stated in the Charter but incidental to the stated goals and purposes.

ARTICLE III
DEFINITIONS

Section 1. "Townhouse Association" shall mean and refer to ROYAL OAKS GOLF VILLA HOMEOWNERS ASSOCIATION, INC., its successors and assigns. The Townhouse Association is sometimes referred to as the Villa Association.

Section 2. "Townhouse Properties" shall mean and refer to that certain real property described in the Supplemental Declaration of Covenants, Conditions and Restrictions for Townhouse Properties of Royal Oaks Subdivision, Phase 1, All Sections of record in the Blount County Registry's Office, and such additions thereto as may hereafter be brought within the jurisdiction of the Townhouse Association.

Section 3. "Townhouse Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Townhouse Properties.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to a Townhouse Lot which is a part of the Townhouse Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarations" shall mean and refer to the Supplemental Declaration of Covenants, Conditions and Restrictions applicable to the Townhouse Properties of Royal Oaks Subdivision, recorded in the Office of the Register of Deeds for Blount County, Tennessee, and such additional restrictions, which may apply to properties brought within the jurisdiction of the Townhouse Association.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations.

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meeting. Meeting of the members shall be held within ten (10) days and one year of the previous year at the hour of 7:30 o'clock p.m. If the day for the annual membership meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote at said meeting, addressed to the member's address last appearing on the books of the Townhouse Association, or supplied by such member to the Townhouse Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members in good standing entitled to cast, or of proxies entitled to cast, ten percent of the membership shall constitute a quorum for any action except as otherwise provided in the Charter, the Declarations, or these bylaws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, signed, and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance of the Villa by the member.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number. The affairs of this Townhouse Association shall be managed by a Board of five directors of who must be members of the Townhouse Association.

Section 2. Election and Term of Office. At the annual membership meeting, members shall elect director(s) for terms not to exceed three years. No more than two positions should be filled at any one time. If three or more positions are open, the elected board may vote to retain as a minimum, three members for a period not to exceed one year. Each member shall be entitled to one vote for each Townhouse owned and the majority of votes cast will determine the result.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Townhouse Association. In the event of death, resignation or removal of a director, the remaining members of the Board shall select the successor. Selection may be made from the current year's list of nominees not elected, or solicited from the current membership. Selectee shall serve for the remaining term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Townhouse Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the verbal approval of all the directors. Any action so approved shall have the effect as though taken at a meeting of the directors. All actions of this nature shall be documented at the next business meeting.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominating Committee

A. At a meeting of the Board of Directors, held at least four months before the date of the next scheduled annual membership meeting, the board shall appoint a Nominating Committee Chairperson to serve through the close of such annual membership meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Townhouse Association. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall, in its discretion, determine but not less than the number of vacancies that are to be filled.

B. No member will be appointed to the Nominating Committee who served thereon the previous year.

Section 2. Procedures for Nominations.

A. Three months prior to the annual membership meeting:

1. A note will be put in the Royal Oaks Messenger soliciting nominations for the existing board vacancies with the chairperson's name and telephone number.

2. A note will be put on the Royal Oaks club house bulletin board offering members in good standing the opportunity to submit their name along with a biography if they so desire to any member of the Nominating Committee listed.

B. Thirty days prior, the slate of candidates nominated by the Committee will be posted on the Royal Oaks clubhouse bulletin board.

C. A ballot and a biography, if available, will be mailed or delivered to all members at least three weeks prior to the scheduled annual membership meeting. If only one individual comes forward for each director position opened, no ballot will be mailed out and the individual for each open director's position will be elected by acclamation at the duly called annual meeting. [As amended by the membership at the May 8, 2008 annual meeting.]

Section 3. Voting

A. A membership, whether in one or more names, is entitled to a single ballot provided they are in good standing.

B. If there is a substantive minority viewpoint within the Board of Directors on any matter subject to membership voting, the minority viewpoint shall be required to be included in the voting package sent to the membership, if so requested.

Section 4. Election.

A. Election to the Board of Directors shall be by secret ballot. The designated number of candidates receiving the highest number of votes will be declared elected for a full three-year term of office. Cumulative voting is not permitted. The candidate receiving the next highest number of votes will be considered to fill an unexpired term of office, if any. Tie votes will be broken or resolved by drawing lots in the manner determined by the Board.

B. The Nominating Committee will count the ballots prior to the start of the annual membership meeting. The results will be announced during the annual meeting. Elected candidates will not be revealed by Committee members to anyone prior to the formal announcement by the Chairperson at the meeting.

Section 5. General. The results of all voting will be posted on the Royal Oaks bulletin board and next addition of the Royal Oaks Messenger in a timely manner. Election results will be held for ninety days and then destroyed.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

A. Establish Payment of dues.

1. Payment is due the end of each month or quarterly in January, April, July, and October.

2. Any owner has the right to contact the Board of Directors by letter explaining any hardship or due cause, if done within thirty days of invoice due date.

3. Reminder notice not acknowledged within thirty days may incur an administrative assessment of \$25.00.

4. Final notice not acknowledged within ninety days of invoice due date may cause the Townhouse Association lawyer to file a lien and foreclose thirty days after such action is taken against the Owner personally obligated to pay.

B. Suspend the voting rights and maintenance rights during any period in which such member shall be in default in the payment of any assessment levied by the Townhouse Association.

C. Exercise for the Townhouse Association all powers, duties and authority vested in or delegated to this Townhouse Association and not reserved to the membership by other provisions of these by laws, the Charter, or the Declarations.

D. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three consecutive regular meetings of the Board of Directors.

E. Enter into any written contract with outside parties such as a business manager, independent contractor, etc. for the provision of any and all services that the board deems appropriate for the benefit of the Townhouse Association.

Section 2. Duties. It shall be the duty of the Board of Directors to:

A. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual membership meeting of the members, or at any special meeting, when such statement is requested in writing by one-fourth of the members who are entitled to vote.

B. Supervise all officers and agents of this Townhouse Association, and to see that their duties are properly performed.

C. As more fully provided in the Declarations, to:

1. Fix the amount of the annual assessment against each Villa at least thirty days in advance of each annual assessment period.

2. Send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each annual assessment period.

D. Issue, or cause an appropriate office to issue, upon demand by any person, a certificate setting forth whether or not an assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

E. Procure and maintain adequate liability insurance on all elected members of the Board and persons appointed by the Board.

F. Cause all officers or agents having fiscal responsibilities to be bonded, as it may deem appropriate.

G. Cause the exterior of the dwellings to be maintained.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every actor decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Townhouse Association shall be a president, vice-president, secretary, and treasurer who shall at all times be members of the Board of Directors, and such other officers as the Board may, from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual membership meeting of the members.

Section 3. Term. The officers of this Townhouse Association shall be selected annually by the Board and each shall hold office for one year unless the officer resigns, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Townhouse Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. The Board may remove any officer from office with or without cause. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified thereon, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

A. President. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and can co-sign all checks and promissory notes.

B. Vice-President. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

C. Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Townhouse Association if the Townhouse Association has a corporate seal, affixing it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Townhouse Association together with their addresses, and shall perform such other duties as required by the Board.

D. Treasurer. The treasurer shall:

1. Determine that all monies of the Townhouse Association are deposited in the appropriate bank account.

2. Ensure that disbursement funds are made as directed by the Board of Directors.

3. Be able to co-sign all checks and promissory notes of the Townhouse Association.

4. Determine that proper Books of Account are maintained.

5. Reconcile monthly bank accounts.

6. Present quarterly' and special Financial reports to the Royal Oaks Villa Board.

7. Be able to cause an annual audit of the Townhouse Association books to be made by Public Accountant or Audit Committee, at the discretion of the Board of Directors and maintain a file by fiscal year of all supporting documentation.

8. Present last year's expenditures and the coming year annual budget with a statement of income and expenditures to members at the regular annual membership meeting.

9. Provide copies of last year's expenditures and the coming year annual budget with a statement of income and expenditures to any member upon request.

ARTICLE IX
COMMITTEES

The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X
BOOKS AND RECORDS

The books, records and papers of the Townhouse Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declarations, the Charter, and the bylaws of the Townhouse Association shall be available for purchase at reasonable cost from the Business Manager or Secretary.

ARTICLE XI
ASSESSMENTS

As more fully provided in the Declarations, each member is obligated to pay to the Townhouse Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, which are not paid when due, shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest at the rate of eighteen percent (18%) per annum and the Townhouse Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein.

ARTICLE XII
CORPORATE SEAL

The Townhouse Association may have a corporate seal, which may be altered at the pleasure of the Board; but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character, validity, or legal effect in any respect.

ARTICLE XIII
AMENDMENTS

Section 1. These by laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of eligible voting members present in person or by proxy.

Section 2. In the case of any conflict between the Charter and these bylaws, the Charter shall control; and in the case of any conflict between the Declarations and these bylaws, the Declarations shall control.

ARTICLE XIV
ARCHITECTURAL CONTROL

Section 1. New Villas:

A. "Villa" shall mean two or more adjoining units sharing a common wall or some other similar structure which is consistent with the cost of maintenance.

B. The Villa Architectural Review Committee will periodically update the Exterior Specification for Construction of Villas.

C. Prior to the start of any construction the contractor shall be presented the Exterior Specification for Construction of Villas. Villas will be inspected upon completion of construction at the contractor's expense; any villa not conforming to the specified requirements will not be accepted into the Townhouse Association until the villa does meet the specified requirements.

Section 2. The Villa Architectural Review Committee will review all exterior additions, changes, or alterations as outlined in the covenants. A written response as to approval or disapproval must be returned to the requestor within fifteen days. If approved the request will be forwarded to the ROPOA Architectural Review Committee for final approval.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Townhouse Association shall begin on the first day of January and end on the 31st day of December of every year.

IN WITNESS WHEREOF, the by-laws were approved by a majority of a quorum at the annual meeting held May 15, 2003. We, being all of the directors of Royal Oaks Golf Villa Homeowners Association, Inc., have hereunto set our hand on this notarized date.

Original signed by

President Allan Goss

Vice President Joe Lebau

Treasurer Joe Dunn

Secretary Elaine Fisher

Special Projects Tom Backscheider

Original notarized by Myra A. Swarger Notary at Large on 7-10-2003

Amendment notarized by Deena Clase Notary Public on April 1, 2009

The original documents are on file at the Register of Deeds Office at the Blount County Courthouse in Maryville, Tennessee.