

**FOURTH AMENDMENT OF THE CHARTER OF  
THE HOMEOWNER'S OF GREYSTONE ESTATES, INC.**

WHEREAS, the Charter of The Homeowner's Association of Greystone Estates was previously filed with the Tennessee Secretary of State; and

WHEREAS, the Members have voted to amend the Charter to create a class of Members to be designated "non-resident members",

NOW, THEREFORE, the Charter of the Association is amended as follows:

1. The Corporation shall remain a non-profit corporation.
2. Article VI of the Charter shall be amended to add the following provision, "Non-resident Members shall include property owners in other residential subdivisions within the Town of Nolensville, Tennessee who may become non-resident members upon application to the Board of Directors of the Association and upon approval of non-resident membership status by a majority vote of the Board of Directors of the Association.
3. This Amendment was approved by the members of the Association at the annual meeting held on \_\_\_\_\_, 2005
4. All other terms, conditions, and provisions of the Charter shall remain in full force and effect.
5. This Amendment shall be effective upon filing with the Tennessee Secretary of State.

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
NAME

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
TITLE

**AMENDMENT TO THE BY-LAWS AND CONSTITUTION OF THE  
HOMEOWNER'S ASSOCIATION OF GREYSTONE ESTATES, INC.**

THIS AMENDMENT, executed and made effective this \_\_\_\_\_ day of \_\_\_\_\_, 2005, by the members of the Board of Directors of the Homeowner's Association of Greystone Estates, Inc pursuant to the written consent of at least two-thirds (2/3) of the total members in attendance at the annual meeting held on \_\_\_\_\_, 2005, hereby amends Article II, of the Bylaws by adding sub-section (8) as follows:

- (8) Owners of real property in other subdivisions with the Town of Nolensville may become non-resident members of the Association upon application to the Board of Directors and approval of their non-resident membership by a majority vote of the Board of Directors. Non-resident members shall have no vote in the affairs of the Association and their sole right shall be to use the pool and recreational facilities owned by the Association. Non-resident members and their immediate families and permitted guests may use the pool facilities as long as they pay all dues required by the Board of Directors and comply with the By-laws and other rules and regulations established by the Homeowners' Association of Greystone Estates, Inc. Further, non-resident members shall be ineligible to serve on the Board of Directors or as officers of the Association.

THIS AMENDMENT shall in no way be construed to amend, alter, or revise any other provisions of the Bylaws of the Homeowner's Association of Greystone Estates, Inc.

THIS AMENDMENT shall also add the following phrase at the end of Article IV of the Constitution:

"Non-resident members may also be approved by the Board of Directors. Non-resident members shall be property owners and their immediate families who reside in other subdivisions within the Town of Nolensville, Tennessee who are approved, from time to time, as non-resident members by the Board of Directors of the Association."

The execution of this Amendment by the Board of Directors and President of the Homeowners's Association of Greystone Estates, Inc. confirms and acknowledges that the required number of Members have voted to approve this Amendment.

**BOARD OF DIRECTORS**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

HOMEOWNER'S ASSOCIATION OF GREYSTONE ESTATES, INC.

By: \_\_\_\_\_

Title: President

STATE OF TENNESSEE }  
COUNTY OF DAVIDSON }

Before me, \_\_\_\_\_ of the state and county mentioned, personally appeared \_\_\_\_\_, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who, upon oath, acknowledged herself to be president of Homeowner's Association of Greystone Estates Inc. and as such President acknowledges that she is authorized to execute the foregoing instrument on behalf of the Homeowner's Association of Greystone Estates, Inc., the within named bargainor, a corporation, and that she as such President, executed the foregoing instrument for the purpose there in contained, by signed the name of the corporation by herself as President.

Witness my hand and seal, at office in \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

CHARTER OF INCORPORATION

HOMEOWNERS' ASSOCIATION OF GREYSTONE ESTATES, INC.

The undersigned natural person or persons, having capacity to contract and acting as the incorporators of a corporation under the Tennessee General Corporation Act, adopt the following charter for such corporation.

ARTICLE I

The name of the Corporation is Homeowners' Association of Greystone, Estates, Incorporated.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The address of the principal office of the Corporation in the State of Tennessee shall be PO Box 7, Nolensville, Tennessee 37135.

ARTICLE IV

The corporation is not for profit.

ARTICLE V

The purposes for which the Corporation is organized are:

- (A) To foster, develop, promote, and provide services to the homeowners of the Stonebrook and the Greystone Estates Subdivisions located in Nolensville, Williamson County, Tennessee.
- (B) No part of the net earnings of the Corporation shall inure to the benefit of any member or individual, except for reasonable allowance for compensation for services actually rendered. In the event of dissolution or liquidation of this Corporation, all of its remaining assets shall be paid to a tax free corporation which promotes educational or charitable activities.

ARTICLE VI

This corporation is to have members. The member shall be either a homeowner in the Stonebrook or the Greystone Estates subdivisions, Nolensville, Tennessee or a tenant representing the owner of a home in the subdivisions named above.

ARTICLE VII

The property, affairs, and business of the Corporation shall be managed by a Board of Directors. The number of Directors shall be as specified in the By-Laws of the Corporation.

ARTICLE VIII

The provisions of the Charter of Incorporation may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Tennessee and any additional provisions as authorized may be added.

CONSTITUTION

ARTICLE I

Name: The name of the legally incorporated organization shall be Homeowners' Association of Greystone Estates, Incorporated.

ARTICLE II

Location: P.O. Box 7, Nolensville, Tennessee 37135.

ARTICLE III

Purpose: To foster, develop, promote, and provide services to the homeowners of the Stonebrook and the Greystone Estates Subdivisions located in Nolensville, Williamson County, Tennessee.

ARTICLE IV

Fiscal Year: The fiscal year shall begin on January 1 and end on December 31.

ARTICLE V

Government: The government of the organization shall be vested in a Board of Directors consisting of the President, President-Elect, Secretary, Treasurer, the immediate Past President, and the Chairperson of each permanent committee established by the President with the approval of the Board of Directors. The officers and directors of the organization shall hold office for a period of one year or until their successors are duly elected.

ARTICLE VI

Meetings: The Association will hold regular meetings of the membership twice yearly at a time and place set by the Board of Directors. Special meetings may be called by a majority vote of the Board and will fulfill the requirements of this article.

ARTICLE VII

Amendment: This constitution may be amended by two-thirds vote of the members of the Association present at any meeting of the membership.

BY-LAWS OF HOMEOWNERS' ASSOCIATION OF GREYSTONE ESTATES, INC.

ARTICLE I

Government:

- (1) The government of this organization shall be vested in the Board of Directors.
- (2) The Board of Directors shall have control and management of the property and management of the organization. Funds of the organization in excess of five hundred dollars (\$500.00) shall be withdrawn from the bank or banks with which they are on deposit by the signatures of two (2) of the elected officers. Only one signature is required if the withdrawal is less than \$500.00.
- (3) Vacancies in the elected offices shall be filled by vote of the majority present at any regular or special meeting of the Association; such electees are to serve for the duration of the term of the individual being replaced or until the next regular election except in the case of a vacancy in the office of the President, the President-Elect shall succeed to the duties of this office and shall serve the duration of the unexpired term and the term of the next fiscal year to which he/she was already the President-Elect.

ARTICLE II

Membership Meetings and Annual Election

- (1) The Annual Membership and Election Meeting will be held in November of each year. Another membership meeting will be held each year at a time and place set by the Board of Directors. Special meetings are to be called by a majority vote of the Board at an authorized Board Meeting or in response to a petition containing the signatures of at least 20% of the membership.
- (2) At the October meeting of the Board of Directors, the President shall appoint a Nominating Committee of not less than three members. The Nominating Committee shall submit their nominations for Officers at the November Board meeting. Additional nominations are to be taken from the floor at the Annual Meeting.
- (3) The election of officers is to be held at the Annual Membership Meeting in November of each year. There shall be elected a President-Elect, a Secretary, and a Treasurer. The newly-elected officers will assume the offices effective January 1 along with the President who was the President-Elect the preceding fiscal year and automatically assumes the Presidency. They shall constitute the officers of the Association.
- (4) Each house will have two (2) votes in the elections and in membership meetings with the voters being listed on the membership roll maintained by the Treasurer. In the event of single (one person) ownership of a property, that person will also have two votes provided that the declaration is made

upon payment of the membership fees. Absentee ballots shall be in writing and filed with the Secretary prior to be issue to be voted.

(5) All votes shall be counted for every office by the Nominating Committee before any results are made known.

### ARTICLE III

#### Legal Basics of Board of Directors (Powers, Duties, and Limitations)

(1) The Board of Directors, hereafter called the Board, shall have the following powers and duties:

- a. To appoint and remove staff members.
- b. To establish programs and to determine the policies and programs for the Association subject to the availability of funds.
- c. To review, revise, and act upon recommendations by the Directors or Homeowner members pertaining to the operation and function of the Association.
- d. A formal vote shall be taken on every question before the Board and decisions shall be made on the affirmative vote of the majority of those present. A roll call shall be ordered upon request of any member of the Board and the ayes and nays shall be entered in the minutes of the Board.

(2) Duties of Officers:

#### President:

It shall be the duty of the President to preside at all meetings. He will sign agreements, contracts, and other important papers executed by the Board. He shall also sign the minutes of all the meetings when they have been approved and incorporated in the permanent minutes book. He shall appoint all committees unless the Board specifically directs otherwise, and shall be an ex-officio member of all committees. He shall exercise all other powers and perform all other duties as ordinarily pertain to his office or devolve upon him through action by the Board.

#### President-Elect:

The President-Elect's specific duties shall be to preside at all meetings in the absence of the President. The President-Elect will work with the President on all internal and external affairs. The President-Elect will automatically assume the Presidency for the fiscal year at the end of his/her year as President-Elect.



Secretary:

The Secretary shall give notice of special meetings, and shall keep a permanent record of the minutes of all meetings. The Secretary shall attend to all general correspondence and shall be custodian of all official records of the Association.

Treasurer:

It shall be the duty of the Treasurer of the Association to be accountable for all funds. The Treasurer will see that accurate records are kept regarding the expenditures according to the standards of the Association. The Treasurer shall submit a financial report at each regular meeting. The Treasurer will report a budget for the next fiscal year to be voted upon by the membership at the Annual Election Meeting during November of each year. The Treasurer is one of the four persons who will have authority to sign checks. Checks over five hundred dollars (\$500.00) will be required to have two signatures.

(3) Board Meetings:

Meetings of the Board shall be held monthly at pre-arranged dates. At all meetings of the Board, a majority of the Directors shall constitute a quorum.

(4) Special Meetings:

Special meetings of the Board shall be called by the President or the Secretary at the request of at least three Board members with three (3) days notice. Notice may be waived for emergency meetings.

(5) Absences:

Three (3) consecutive absences or two (2) unexplained absences in a year shall mean automatic expulsion from the Board. Any Board member, if unable to attend scheduled meetings shall notify a Director of the reason. The Board reserves the right to review a Board member's dismissal from the Board before the dismissal actually takes place.

ARTICLE IV

Parliamentary Procedure:

The Association shall follow "Robert's Rules of Order, Revised" in all applicable cases when such rules are not in conflict with these By-Laws.

ARTICLE V

Dues:

Dues as recommended by the Board of Directors will be voted upon by the membership and will be payable January 1. The recommended dues will be determined prior to and voted upon at the Annual Membership Meeting in November.

Amendments:

These By-Laws may be amended by a two-thirds vote of those present at any meeting of the membership.

The amendments in this Revision No. 3 of the Charter, Constitution, and By-Laws were approved by two-thirds of the members present at a meeting held at 7:00 PM, May 27, 1997 at the Stonebrook Baptist Chapel, Nolensville, Tennessee, 37135.

James L. Felt  
President

R. Kelly  
Secretary

6-17-97  
Date