

**By-Laws  
Of  
Heathrow Hills Homeowners Association**

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**ARTICLE I  
NAME**

This organization shall be known as HEATHROW HILLS HOMEOWNERS ASSOCIATION (“Association”), a non-profit organization organized and existing under the laws of the State of Tennessee. Heathrow Hills subdivision (“Heathrow Hills”) is shown in the Plat Book 10, page 172, in the Register’s Office of Williamson County, Tennessee.

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**ARTICLE II  
PURPOSE**

The purpose of this Association shall be:

**Section 1:** To enforce the restrictive covenants of Heathrow Hills as filed with the Registrar of Williamson County, Tennessee, Book 650 pages 401-404, as amended in Book 738 pages 78-80, as amended in Book 1242 pages 787-828 and any subsequent amendments made in accordance with existing restrictive covenants.

**Section 2:** The maintenance and improvement of the entrance way and street signs.

**Section 3:** To serve as the successor to E.L.N. Corporation upon the sale of all lots of E.L.N.

**Section 4:** To adopt such rules and regulations and to perform such tasks or services deemed appropriate by the Board of Directors of the Association or by a resolution of the members of the Association adopted at any annual or special meeting of members to enhance and preserve values and quality of life in Heathrow Hills.

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**ARTICLE III  
MEMBERSHIP**

**Section 1:** Each lot owner in Heathrow Hills shall be a member of the Association. Each lot owner will have one vote for each lot owned.

**Section 2:** All members of the Association are subject to annual dues as approved by the Board of Directors of the Association.

**Section 3:** All members of the Association shall abide by the Restrictive Covenants as recorded with the Register’s Office for Williamson County, Tennessee, and such rules and regulations as deemed appropriate by the Board of Directors of the Association or by

a resolution of the members of the Association adopted at any annual or special meeting of members to enhance and preserve values and quality of life in Heathrow Hills.

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**ARTICLE IV  
NOMINATION, ELECTION AND FUNCTIONS OF THE BOARD OF  
DIRECTORS OF THE ASSOCIATION**

**Section 1:** The Association shall be governed by a Board of Directors elected by the members. The Board shall consist of seven (7) Directors with each Director serving a three (3) year term. The terms will run concurrent with the Association's fiscal year which begins April 1<sup>st</sup> of each year. The respective three year terms will be staggered to provide continuity.

**Section 2:** The Board of Directors shall have the power and authority to carry out the purposes of the Association including, but not limited to, the power to fix the annual budget and to determine the manner of assessing and collecting for lot owners their shares of such expenses.

**Section 3:** The Board of Director elections will occur on or around April 1<sup>st</sup> of each year. The election will be held at an annual meeting of Association members. The announcement of the annual meeting will include a slate of candidates and a proxy statement for use by those members who can't attend the meeting.

**Section 4:** Vacancies of any Board position shall be filled by the President with the advice and consent of a majority of the Board of Directors. The appointee will hold office for the remainder of the unexpired term.

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**ARTICLE V  
OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and Architectural/Landscape Review.

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**ARTICLE VI  
ELECTION OF OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall be chosen by a majority of the voting members present at the Spring Meeting or voting by proxy. The proxy can be given to another member in good standing or defaults to the Board of Directors. Any vacancy occurring in the office of director shall be filled by the President with the advice and consent of a majority of the Board of Directors. A director appointed to fill a vacancy shall serve the unexpired term of the director whom he replaces.

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## ARTICLE VII DUTIES OF OFFICERS OF THE ASSOCIATION

**Section 1:** The Officers shall perform the duties prescribed in this article and such others as the Act of Incorporation, the By-Laws of the Association or the parliamentary authority adopted by:

1. The **President** shall be the chief executive officer and the official spokesperson of the Association and shall have general supervision of the affairs of the Association. The President shall preside at all meetings of the Board of Directors and at all meetings of the Association. The President shall have the power to appoint committees to investigate any matters of common interest to members of the Association and will be ex-officio a member of all such committees. The President shall see that orders and resolutions of the Board of Directors are carried out. The President and Treasurer shall sign all notes and checks and all other written instruments. It is expected that the President will serve for one (1) year, and then succeed the Past President as a board member, but not an officer.
2. The **Vice President** of the Association shall be a member of and elected by the Board of Directors, such election to be at the first regular meeting of the Board of Directors each fiscal year. The Vice President shall act as President in the absence of the President. It is expected, but not required, that the Vice President shall serve for one (1) year than shall be elected as president for the subsequent year.
3. The **Secretary** shall be, ex-officio, Secretary of the Board of Directors; shall record the votes and keep the minutes of the proceedings of the Board in a book to be kept for the purpose; shall keep the records of the Association; shall record in a book kept for that purpose the names of all members of the Association together with their addresses as registered by such members; and shall notify officers and committee chairmen of votes, orders, and proceedings affecting or pertaining to their duties. The Secretary shall attend to such correspondence as the Board or the Association may direct and shall distribute membership roster, pamphlets, notices, and/or circulars as the Board or Association may direct.
4. The **Treasurer** shall have the charge of receipt of funds of the Association; shall deposit in appropriate bank accounts to the credit of the Association all monies of the Association and shall disburse, with the President, such funds as directed by resolution of the Board. The Treasurer shall keep proper books of account and submit an annual report to the Secretary of State's office. Prior to the Annual meeting of the Association, the Treasurer shall prepare a budget for the subsequent year. In the case of prolonged absence, illness, or death of the Treasurer, disbursements at the direction of the Board shall be made by the President and Vice president. The Treasurer shall serve for a term of one (1) year, which shall end upon the qualification of his or her successor in office.
5. There shall be no prohibition against an officer or director succeeding himself or herself in office.

**Section 2:** In addition to the officers listed above, there will be:

1. One member of the Board of Directors designated to oversee the review of architectural plans for home or lot improvements to ensure their consistency with the Association's Restrictive Covenants.
2. One resident of Heathrow Hills will be responsible for organizing and putting on various social functions sponsored by the Association.

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## ARTICLE VIII MEETINGS

**Section 1: ASSOCIATION ANNUAL MEETING:** The annual meeting of the Association shall occur on or around the beginning of each fiscal year. This annual meeting will be for the purpose of electing new members of the Board of Director when previous terms have expired; and for conducting any business that is pending with the Board of Directors. A simple majority of voting members present shall be considered sufficient to transact business at the annual meeting.

**Section 2: ASSOCIATION SPECIAL MEETINGS:** Special meetings of the Association shall be called by the Board upon written request of one-fourth or more of the members of the Association. No less than one week notice of a special meeting shall be given, and only that business specified in the call may be transacted. Twenty percent of the voting members in person, or by proxy, shall constitute a quorum at any special meeting of the Association thus called. The Board shall have the power to call special meetings of the Association whenever it seems necessary. At any meeting of the members, a majority vote of those present and those voting by proxy shall be the act of the Association.

**Section 3: BOARD OF DIRECTORS:** At the first meeting of the Board of Directors following the annual meeting, the Board will set its schedule of regular meetings for that fiscal year. Additionally, the President shall call a special meeting of the Board of Directors whenever the need arises. All business to be considered at a special Board meeting shall be stated in the call. Regular meetings of the Board of Directors shall be held as needed. The majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

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## ARTICLE IX FEES AND DUES

**Section 1:** The fiscal year of the Association shall be April 1<sup>st</sup> to March 31<sup>st</sup>. The annual budget shall cover the fiscal year and shall be prepared on the basis of dues receivable for the coming fiscal year and any funds carried forward from previous years. The Association will strive to maintain contingency funds equivalent to one-year's dues collection.

**Section 2:** The annual Association dues shall be determined annually by the Board of Directors. In addition to levying annual dues, the Association may levy Assessments as the occasion merits with the approval of 70% of the Association members.

**Section 3:** No member, officer or director shall incur any expense in the name of the Association except as authorized by the Board of Directors.

**Section 4:** The Association shall keep correct and complete books and records of account, and shall also keep minutes of the meetings of its members and the Board of Directors. In addition, a record giving the names and addresses of the membership and the Board of Directors shall be maintained. All such books and records required to be kept by the Association shall be in the possession of the Secretary or Treasurer as appropriate.

**Section 5:** All officers and directors at the expiration of their term of office shall deliver to their successors all books, papers, monies and other property of the Association in their possession.

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## ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order Revised* shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

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## ARTICLE XI AMENDMENTS

**Section 1:** These By-Laws shall be approved or amended by a majority of the Association's Board of Directors. Notice of change shall be made available to the member of the Board of Directors one week in advance of the meeting and upon ratification, will be filed with the Register's Office of Williamson County.

**Section 2:** Unless otherwise provided prior to its adoption or in the motion to adopt, an amendment shall become effective upon adjournment of the meeting at which it is adopted.

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## RATIFICATION BY BOARD OF DIRECTORS

The Undersigned hereby adopt these By-Laws on behalf of the Association and certify that they are duly elected members of the Board of Directors of the Association.