

## EXHIBIT "A"

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lots 22-46 (inclusive) and Lots 54-76 (inclusive), Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201209120016819, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lots 38R and 39R, a Resubdivision of Lots 38 and 39, Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201301140046199, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lots 32 and 40, a Re-Plat of Lots 32 and 40, Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201304030064746, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lots 1-21 (inclusive) and Lots 47-53 (inclusive) and Lots 77-85 (inclusive), Yarnell Station, Unit 2 and Lots 28R, 29R and 30R, a Resubdivision of Lots 28-30, Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201306250085457, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lots 42R and 43R, a Resubdivision of Lots 42 and 43, Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201307170004173, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of Lot 58, a Re-Plat of Lot 58, Yarnell Station, Unit 1, as shown by plat of record in Instrument No. 201402240049506, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

SITUATED in District No. Six (6) of Knox County, Tennessee and without corporate limits and being known and designated as all of the real property shown on plat of record in 201209120016819, 201301140046199, 201304030064746, 201306250085457, 201307170004173 and 201402240049506, in the Register's Office for Knox County, Tennessee, to which plat specific reference is hereby made for a more particular description.

## BYLAWS OF ASSOCIATION

### BYLAWS OF YARNELL STATION HOMEOWNERS ASSOCIATION, INC. A CORPORATION NOT FOR PROFIT

#### I. GENERAL PURPOSE.

YARNELL STATION HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as "Association") has been organized for the purpose of administering the operation and management of a subdivision for the use and benefit of the owners of subdivision lots ("Lots") in Yarnell Station Subdivision located in Knox County, Tennessee (hereinafter referred to as "Yarnell Station"), which is more particularly described in Declaration of Covenants and Restrictions for Yarnell Station Subdivision, as amended ("the Declaration"), to which a copy of these Bylaws is to be attached at the time of recording in the Register's Office for Knox County, Tennessee. The terms and provisions of these Bylaws are expressly subject to the effect of the terms, provisions, conditions and authorizations contained in the Charter of Yarnell Station Homeowners Association, Inc. (the "Charter") and in the Declaration. The terms and provisions of such Charter and Declaration shall be incorporated by reference and shall be controlling wherever the same may be in conflict herewith.

#### II. MEMBERSHIP AND VOTING RIGHTS.

A. Membership. Members shall be entitled to one vote for each Lot in which they hold the interests required for membership by Section 1 of the Declaration. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one vote be cast with respect to any such Lot.

B. Proxies. Proxy ballots shall be permitted with respect to all elections of Directors, and all amendments to the Charter, the Declaration or these Bylaws, or any other matter which is to come before a meeting of the membership of the Association. All proxies shall be in writing, signed by the individual Lot Owner or Owners and delivered to the Secretary of the Association, or other person as the President may designate, at least twenty-four (24) hours prior to the commence of the meeting at which ballots are to be cast.

#### III. MEETINGS OF MEMBERS.

A. Place of Meetings. All meetings of the Members of the Association shall be held at the Property or at such other place convenient to the Members as may be designated by the Board of Directors or the President.

B. First Annual Meeting and Regular Annual Meetings. All annual Members' meetings shall be held on the day and month of the year to be established by the Board of Directors. At such meeting the election of Directors shall take place and the Members may transact such other business as may properly come before them.

C. Special Meetings. Special meetings of Members may be called by the President whenever he or she deems such a meeting advisable or shall be called by the Secretary when ordered by a majority of the Board of Directors, or upon written request of Members of the Association representing at least twenty five percent (25%) of all votes entitled to be cast at such meeting. Such request shall state the purpose of such meeting and the matters proposed to be acted upon.

D. Notice. Notice of all Member' meetings, regular or special shall be given by the President, Vice-President or Secretary of the Association, or other officer of the Association in absence of said officers, to each Member, unless waived in writing, such notice to be written or printed and to state the time and place and purpose for which the meeting is called. Such notice shall be given to each Member not less than twelve (12) days nor more than thirty-five (35) days prior to the date set for such meeting, which notice shall be mailed or presented personally to each Member within said time.

E. Quorum. A quorum at a Members' meeting shall consist of persons entitled to cast a majority of votes of the entire membership.

F. Voting. The Owner or Owners of each Lot shall collectively have one vote in the affairs of the Association. The election of Directors shall be done by secret ballot.

G. Order of Business. The order of business at the annual meeting of the Members or at any special meetings insofar as practicable shall be:

- (1) Roll Call (or check-in)
- (2) Proof of notice or waiver of notice
- (3) Reading of the minutes
- (4) Establishment number and Board membership terms (if required and noticed)
- (5) Reports of Committees
- (6) Election of directors (if required and noticed)
- (7) Unfinished business
- (8) New business
- (9) Ratification of budget (if required and noticed)
- (10) Adjournment

K. Special Assessment Meetings. Special meetings may also be called for the purpose of special assessments as described in the Declaration.

#### **IV. BOARD OF DIRECTORS.**

A. Number and Qualification. The Board of Directors of the Association shall consist of, at a minimum, three (3) persons. All members of the Board of Directors shall be members of the Association. The Board of Directors shall be elected by a majority of the votes.

B. Term of Office. Each Director shall serve a term of one (1) year from the date of election unless removed in the manner elsewhere or provided by law.

C. Organizational meeting. The organizational meeting of a newly elected Board of Directors shall be held within fourteen (14) days of their election at such time and place as shall be fixed by the directors at the Association meeting at which they were elected.

D. Regular meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least one (1) such meeting shall be held in a fiscal year. Notice of meetings shall be given to directors by Secretary by way of personally, mail or electronic mail, telephone, which notice shall state the time, place and purpose of the meeting.

E. Special Meetings. Special meetings of the directors may be called by the President and must be called by the Secretary at the written request of any two directors with not less than three (3) days' notice of a meeting to each Director personally, by mail or electronic mail or by telephone, which notice shall state the time and place and purpose of the meeting.

F. Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice. Actual attendance by a Director at any meeting of the Board shall be deemed a waiver of notice by him or her. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting. In the discretion of the Board of Directors, meetings of the Board of Directors or portions thereof, may be open to the Members of the Association for observation or participation in such manner and to the extent the Board of Directors may deem appropriate.

G. Quorum and Adjourned Meetings. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business and acts of the majority of Directors present at a meeting at which a quorum is present shall be acts of the Board of Directors, unless otherwise provided in the Charter and the Declaration. If quorum has not been attained, the Directors who are present may adjourn the meeting to until a quorum is present.

H. Removal of Members of the Board of Directors. Upon any affirmative vote of a majority of the Lot Owners, any Director may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose. Each person so elected shall be a Director for the remainder of the term of the Director whose term he or she is filling and until his or her successor is duly elected and qualified.

I. Vacancies. Vacancies on the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members of the Association shall be filled by a vote of a majority of the remaining Directors at a special meeting of the Board of Directors held for that purpose promptly after the occurrence of such vacancy.

K. Powers and Duties. The Board of Directors may act in all instances on behalf of the Association, except as provided by the Declaration, these Bylaws or applicable law. The Board of Directors shall have, subject to the aforementioned limitations, the powers and duties necessary for the administration of the affairs of the Association and of Yarnell Station Subdivision which shall include, but not be limited to the following:

1. To make, levy and collect Assessments against Members and Members' Lots to defray the costs of the ownership, operation and maintenance of detention ponds, drainage facilities, neighborhood lighting and maintenance of the sign at the entryway;

2. To cause the retention and/or detention ponds, drainage facilities, neighborhood lighting and entryway sign to be maintained according to the standards established by the Association and as set forth in the Declaration;

3. To make and amend Rules and Regulations governing the use of the Property for the use and benefit of the Members, so long as such Rules and Regulations and limitations which may be placed upon the use of such Property do not conflict with the terms of the Charter or the Declaration;

4. To contract for the management of the Association and to delegate to such manager all of the powers and duties of the Association, subject to the limitations of the Declaration and applicable law;

5. To comply with and enforce by legal means all terms and conditions of the Declaration, the Charter, these Bylaws and any Rules and Regulations;

6. To employ personnel for reasonable compensation to perform the services required for proper administration of the Association;

7. To cause to be kept a complete record of all its acts and corporate affairs and to present a summary report thereof to the Members at the annual meeting or at any special meeting;

8. To delegate to Members responsibilities concerning the maintenance, repair and replacement of portions of the property;

9. To exercise any other power necessary and proper for the governance of the Association.

## V. OFFICERS.

A. Designation. The executive officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors.

B. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Members and such officers shall hold office at the pleasure of the Board of Directors.

C. Removal of Officers. Upon any affirmative vote of a majority of the Lot Owners, any Officer may be removed, either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose. Each person so elected shall be an Officer for the remainder of the term of the Officer whose term he or she is filling and until his or her successor is duly elected and qualified.

D. Duties and Responsibility of Officers.

1. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association and the Board of Directors. He or she shall have all the powers and duties which are usually vested in the office of the President of an association.

2. The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. If neither the President nor the Vice-President are able to act, the Board of Directors shall appoint some other person to do so on an interim basis. He or she will generally assist the President and exercise such powers and perform such duties as shall be prescribed by the Directors.

3. The Secretary shall keep the minutes of all the proceedings of the Board of Directors and the Members. He or she shall attend to the giving and serving of all notices to the Members and Directors and such other notices as required by law. He or she shall keep the books and minutes of the Association, except those of the Treasurer and shall perform all other duties incident of the office of the Secretary of an association and as may be required by the Directors or President.


4. The Treasurer shall have custody of all of the property of the Association, including funds, securities and evidences of indebtedness. He or she shall keep the Assessment rolls and accounts of the Members; he or she shall keep the books of the Association in accordance with good accounting practices; and he or she shall perform all other duties incident to the office of Treasurer.

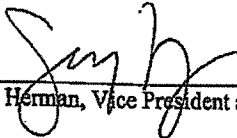
## VI. CONFLICT; INVALIDITY

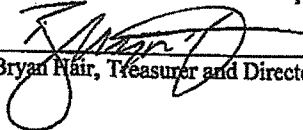
A. Conflict. If any provision of these Bylaws conflicts with the Declaration, the Declaration shall be controlling. If any provision of the Bylaws conflicts with the Charter, the Charter shall be controlling.


B. Severability. The invalidity of any part of these Bylaws shall not impair or affect in any manner the enforceability or affect the remaining provisions of the Bylaws.

The foregoing were adopted as Bylaws of the Yarnell Station Homeowners Association, Inc., a corporation not for profit organized under the laws of the State of Tennessee, at the meeting of the Board of Directors on the 9<sup>th</sup> day of March, 2015.

  
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Aaron Hennen, also known as Ronald  
Hennen, President and Director

  
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Scot Herman, Vice President and Director

  
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Bryan Hair, Treasurer and Director

  
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Christina L. Oliver, Secretary and Director

  
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Anthony M. Barnes, Director