

***BYLAWS OF
SKY HARBOR
PROPERTY OWNERS
ASSOCIATION***



**BY LAWS OF SKY HARBOR PROPERTY OWNERS ASSOCIATION
AS AMENDED EFFECTIVE AUGUST 3, 2019**

ARTICLE I

- (1) The annual meeting of all member of Sky Harbor Property Owners Association shall be held at the Lodge in Sky Harbor Community, Sevier County, Tennessee, at 1:00 o'clock in the afternoon on the first Saturday in August of each year, at which time there shall be elected by the members of the association a Board of Directors of eleven (11) persons to manage the affairs of the association for the ensuing year and the members shall transact such other business as may properly come before them.
A member is defined as each individual person owning a vested interest of no less than 25% and listed on the deed in one or more parcels of real estate located in the Sky Harbor Community, Sevier County, Tennessee, and in addition, must be recognized as a Member of the Association by the Board of Directors. A property owner in the Sky Harbor Community has to be current on dues, not late status or delinquent, to be eligible to vote at the annual meeting or be recognized by the Board of Directors as a member. Only a Member in Good Standing is entitled to cast any vote at any Annual and Special Meeting held. Only one vote per lot will be eligible to be cast in the election of Board of Director Members and the conducting of other business of the Association as may properly come before them.
- (2) The Board of Directors shall be made up of 11 members of the association as defined above and shall be elected at the annual meeting of the Association. Only one member per lot can serve on the Board of Directors which shall be referred to in these bylaws as the Board.
- (3) A majority of the members present at the annual meeting shall constitute a quorum.
- (4) Special meetings of the members of Sky Harbor Property Owners Association shall be held at the same place as the annual meetings provided such meetings may be called at any time by either the Chairman of the Board of Directors or by eight (8) Board members thereof. The Secretary of the Board of Directors shall mail a notice of such call to each property owner of Sky Harbor Community at least ten (10) days before such meeting is to be held and such notice shall state the place and time of such meeting and the subject or subjects to come before the members at said special meeting. No business shall be transacted at a special meeting except as stated in the notice sent to the property owners. Special meetings of the Board of Directors shall be held at the same place as the annual meetings of Sky Harbor members, or at some place agreed upon by a majority of the Board members, provided such special meetings may be called at any time by the Chairman of the Board of Directors or by eight (8) Board members thereof. The Secretary or Chairman of said board shall provide a notice of such call to each Board Member at least three (3) days before such meeting. The notice may be given either personally or by mail, telephone, telegram or facsimile transmission. Such notice shall state the time and place of the special meeting and the subject or subjects to come before the Board. No other business shall be transacted at a special called meeting except as stated in the special called meeting to the Board Members.
- (5) The following order of business shall be observed at all annual and special meetings of member as far as practical:

- (a) Calling the roll
 - (b) Reading corrections and approval of minutes of previous meeting
 - (c) Reports of officers
 - (d) Reports of committees
 - (e) Unfinished business
 - (f) New business
 - (g) Election of members of committee of Five-Five and Five
- (6) Proxies and Absentee Ballots
- At the Annual Meetings of Members, each Member may vote in person, by absentee ballot, or by proxy. Absentee Ballots and Proxy forms will be available to all Members prior to the Annual Meeting via the website. All absentee ballots and proxies shall be in writing and shall be filed with a designated party appointed by the Board 14 days prior to the annual meeting. All proxies and absentee ballots shall automatically cease on the date a Member is not considered in Good Standing or ceases to be a SHPOA Member. Every proxy shall be revocable. No proxy shall be valid after the closing of the annual membership meeting. Any person named as a proxy must be a Member in Good Standing. Absentee ballots are for specific items known prior to the Annual Meeting of SHPOA Members and will expire after the vote has been confirmed official. Members will need to vote in person or vote by proxy if they wish to be represented for any business introduced on the floor at the Annual Meeting.

ARTICLE II Governing Committee

- (1) A Committee of fifteen members, the Board of Directors shall be chosen annually by the members at the annual meeting to manage the affairs of the association. Their term of office shall be one year or until their successors are elected. The one-year term shall begin immediately after election. The retiring committee and the newly elected committee shall meet jointly on the first Saturday in August of each year after adjournment of the annual meeting of Sky Harbor Property Owners Association.
- (2) Vacancies in the Board for any reason shall be filled by any eligible member approved through a majority vote of the remaining members of the Board at any meeting to fill the unexpired term. Notice of the vacancy must be made available on the website for a minimum of 14 days so the entire SHPOA Membership may have the opportunity to be nominated for the vacant position.
- (3) Regular meetings of the Board of Directors shall be held at 1:00 o'clock p.m. at the Lodge in Sky Harbor Community, Sevier County, Tennessee on the first Saturday in August, November, February, and May or at such other time and place as the Board of Directors shall by resolution appoint, Except that one Committee meeting each August shall be held at 11:00 AM at the Lodge in Sky Harbor Community. A meeting of the newly elected Committee members shall be held at the lodge following adjournment of the annual meeting of all members of Sy Harbor Property Owners.

- (4) The Board of Directors shall have the general management and control of the business of the association and shall exercise all the powers that may be exercised or performed by the association, under the Statutes, the Certificate of Incorporation and the Bylaws.
- (5) Any one or more of the members of the Board of Directors may be removed either with or without cause by a majority vote of the members of Sky Harbor Property Owners Association present at either an annual or special meeting.
- (6) No Member of the Board shall receive compensation for any service they may render to the Association.
- (7) Any Director (or Officer) on the Board who no longer meets the definition of an association member must immediately resign from the Board

ARTICLE III EXECUTIVE COMMITTEE AND OTHER COMMITTEES

- (1) Appointment
The Board of Directors shall elect an Executive Committee which shall consist of two or more members, including the chairman of the Board of Directors who shall, ex officio, be a member thereof, to serve during the pleasure of the committee and who shall be chairman of the executive Committee.
- (2) Vacancies
Vacancies occurring in the executive committee from any cause shall be filled by the Board of Directors at any meeting thereof by a vote of the majority of the whole committee. It shall be the duty of the Board of Directors to keep the membership of the executive committee filled.
- (3) Executive Committee To Report To The Board of Directors
All action by the executive committee shall be reported to the Board of Directors at its next meeting next succeeding such action.
- (4) Other Committees
The Board of Directors may appoint any other committee or committees for any purpose or purposes to the extent lawful, which shall have powers as shall be specified in the resolution of appointment.

ARTICLE IV Officers

- (1) The officers of the Board of Directors shall consist of a Chairman, a Vice-Chairman, a Secretary and a Treasurer, and such other officers as shall from time to time be chosen and appointed.
- (2) The chairman shall preside at all meetings of the Board of Directors and shall have general charge of and control over the affairs of the Sky Harbor Property Owners Association subject to the Board of Directors.
- (3) The Vice Chairman shall perform such duties as may be assigned to him by the Board of Directors. In case of absence of the Chairman for any cause, he shall perform and be vested with all of the duties and powers of the chairman.

- (4) The secretary shall keep a record of the minutes of the proceedings of the minutes of the Board of Directors and of the annual meeting of the membership of Sky Harbor Property Owners Association, and shall give notice as required in these bylaws of all such meetings. The secretary shall have custody of all books, records and papers of the associations, except such as shall be in the charge of the treasurer, or of some other person authorized to have custody and possession thereof, by a resolution of the Board of Directors.
- (5) The treasurer shall keep accounts of all money of the association received or disbursed, and shall deposit all money and valuables in the name of and to the credit of the association in such banks as the Board of Directors shall designate.
- (6) Each of such officers shall serve for the term of one year or until the next annual election.
- (7) The chairman of the Board of Directors shall be the Parliamentarian or at the chairman's option he may appoint a Parliamentarian either for a full term of one year or for one meeting.

ARTICLE V
Seal



ARTICLE VI
Amendments

- (1) Any of these bylaws may be amended by a majority vote of the Sky Harbor Property Owners Association members present at any annual meeting, or at any special meeting called for the purpose.
- (2) The Board of Directors may adopt additional bylaws in harmony therewith but shall not alter or repeal any bylaws adopted by the members of the Sky Harbor Property Owners Association, provided eight (8) members vote in favor.

ARTICLE VII
Additional Powers

- (1) The Board of Directors shall have authority to sell, acquire by gift or otherwise, property, common roads, water facilities, club houses and other common areas for the welfare and worth of Sky Harbor Property Owners Association.
- (2) To fix, levy and enforce collections of dues and assessments from members of Sky Harbor Property Owners Association for the welfare and worth of the associations.
- (3) The amount of dues and assessments shall be established by the Board of Directors with the approval of the majority of the members of the association from time to time as needed per lot per annum. The dues and assessments shall be due and payable the first Saturday of August of each year. Dues are considered delinquent if not paid by August 31. The Board of Directors shall have authority to secure payment of dues by whatever means it deems necessary.

ARTICLE IX

The fiscal year of this organization shall be from August 1, through July 31.

ARTICLE X

Effective when Sky Harbor Property Owners Association became organized in 1978, the Declaration of Covenants, conditions and restrictions of Tennessee Mini Farms, as amended in 1998 are hereby adopted by Sky Harbor Property Owners Association to the extent not inconsistent with the By-Laws of Sky Harbor Property Owners Association, The United States Constitution, The Constitution of the State of Tennessee or the Laws thereof.