

**BYLAWS OF
VINES FARM ON MAIN HOMEOWNER'S ASSOCIATION**

**ARTICLE I
GENERAL MATTERS**

SECTION 1. Defined Terms. Capitalized terms not defined in these Bylaws are used as such terms are defined in the Restrictions and Reservations for Vines Farm on Main Subdivision dated November 20, 2018, of record on Roll 972, Image 944-953; in the Register's Office for Washington County, Tennessee. (Hereinafter collectively, the "Declaration")

SECTION 2. The Association. VINES FARM ON MAIN HOMEOWNER'S ASSOCIATION (the "Association") is a Tennessee nonprofit corporation, formed under the Tennessee Nonprofit Corporation Act.

**ARTICLE II
POWERS**

SECTION 1. General Powers. The Association has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things not inconsistent with law necessary or convenient to carry out its affairs. Further, the Association and its directors shall exercise all powers of members or directors, as the case may be, which are referenced in the Declaration, or these Bylaws. Tenn. Code Ann. §48-53-102(a).

SECTION 2. No issuance of shares. The Association shall not have or issue shares of stock. Tenn. Code Ann. § 48-53-102 (b)

SECTION 3. Emergency Powers. In anticipation of or during an emergency, the board of directors of the Association may: (1) modify lines of succession to accommodate the incapacity of any director, officer, employee or agent; and (2) relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. During an emergency, unless emergency bylaws provide otherwise: (1) notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and (2) one (1) or more officers of the Association present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Association binds the Association and may not be used to impose liability on a corporate director, officer, employee, or agent. Tenn. Code Ann. § 48-53-103

ARTICLE III MEMBERS AND MEMBERSHIPS

SECTION 1. Criteria for Membership. The members of the Association shall consist of the respective Lot Owners of the Property. The term “member(s)” refers to Lot Owner(s). Each Lot Owner shall be a member. If a Lot Owner is a land title holding trust under the terms of which all powers of management, operation and control of the Lot remain in the trust beneficiary, then the member shall be the said beneficiary.

SECTION 2. Certificates. The Association may issue certificates evidencing membership therein, but such certificates shall not include provisions inconsistent with the Charter, Bylaws, or chapters 51-68 of title 48, Tennessee Code Annotated. Tenn. Code Ann. 48-56-101 (c)

SECTION 3. Consideration. The purchase of a Lot shall constitute consideration for membership. Tenn. Code Ann. § 48-56-102.

SECTION 4. Differences in rights and obligations of members. All members have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the charter or these Bylaws establish classes of membership with different rights or obligations. All members have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the charter or these Bylaws. Tenn. Code Ann. § 48-56-201

SECTION 5. Transfers. No member may transfer a membership or any right arising therefrom, except that the membership of each Lot Owner shall terminate when such Owner ceases to be a Lot Owner, and upon the sale, transfer or other disposition of such Owner’s ownership interest in the Property, such Owner’s membership in the Association shall automatically be transferred to the new Lot Owner succeeding to such ownership interest. Tenn. Code Ann. § 48-56-202.

SECTION 6. Member's liability for dues, assessments and fees. A member becomes liable to the Association for dues, assessments or fees by consenting (expressly or impliedly) to such obligation. Members consent to the obligation of dues, assessments and fees when such member purchases a Lot which is subject to the Declaration, including these Bylaws. Tenn. Code Ann. § 48-56-204

SECTION 7. Suspension. Certain membership privileges may be suspended pursuant to a procedure which is fair and reasonable, which takes into consideration all of the relevant facts and circumstances, and is carried out in good faith. Tenn. Code Ann. § 48-56-302

ARTICLE IV MEMBERS' MEETINGS AND VOTING

SECTION 1. Annual meeting. On the sixtieth (60th) day following the end of the Association's fiscal year of each and every year, if not a legal holiday, and if a legal holiday, then on the next succeeding day not a legal holiday, the Association shall hold an annual meeting of its members. Annual membership meetings shall be held at the time and place specified in the notice of such meeting, but such place shall be within fifteen (15) miles of the Property. At the annual meeting the president and treasurer shall report on the activities and financial condition of the Association; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements. The failure to hold an annual meeting at a time stated in or fixed in accordance with the Association's Bylaws does not affect the validity of any corporate action. Tenn. Code Ann. § 48-57-101

SECTION 2. Special meeting. The Association shall hold a special meeting of members on call of its board of directors or, if the holders of at least twenty-five percent (25%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Association's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. The record date for determining the members entitled to demand a special meeting is the date the first member signs the demand. If a notice for a special meeting demanded under this section is not given within one (1) month after the effective date of the written demand or demands, any person or persons signing the demand or demands may set the time and place of the meeting and give notice pursuant to these Bylaws. Special meetings of members may be held at the place designated in the notice, but such place shall be within fifteen (15) miles of the Property. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. Tenn. Code Ann. § 48-57-102

SECTION 3. Action by written consent. Action required or permitted to be taken at a meeting of members may be taken without a meeting if all members entitled to vote on the action consent in writing to taking such action without a meeting. If all members entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each member entitled to vote on the action in one (1) or more counterparts, indicating each signing member's vote or abstention on the action and delivered to the Association for inclusion in the minutes or filing with the corporate records. The record date for determining members entitled to take such action without a meeting is the date the first member signs the consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Tenn. Code Ann. § 48-57-104

SECTION 4. Notice of meeting. The Association shall give notice to the members of the place, date and time of each annual and special meeting of members no fewer than ten (10) days nor

more than two (2) months before the meeting date. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Tenn. Code Ann. § 48-58-302, § 48-58-507, § 48-60-103, § 48-60-202, § 48-61-103, § 48-62-102 or § 48-64-102. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Unless the Bylaws require otherwise, if an annual or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given under this section to the members of record of the new record date. When giving notice of an annual or special meeting of members, the Association shall give notice of a matter a member intends to raise at the meeting if (1) requested in writing to do so by a person entitled to call a special meeting; and (2) the request is received by the secretary or president of the Association at least ten (10) days before the Association gives notice of the meeting. Tenn. Code Ann. § 48-57-105

SECTION 5. Waiver of notice. A member may waive any notice before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting (or promptly upon the member's arrival) objects to holding the meeting or transacting business at the meeting; and a member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented. Tenn. Code Ann. § 48-57-106

SECTION 6. Record date. The board may fix future dates as the record dates for determining members who are entitled to notice of a meeting, members who are entitled to vote at a meeting, and members who are entitled to exercise any rights in respect of any other lawful action. If no such record date is fixed, the record date shall be the close of business on the business day preceding the day on which notice is given, the date of the meeting, or the close of business on the day on which the board adopts the resolution relating to the exercise of rights, as the case may be. The board must fix a new date for determining the right to notice or the right to vote if a meeting is adjourned to a date more than four (4) months after the record date for determining members entitled to notice of the original meeting. A record date fixed under this section may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs. Tenn. Code Ann. § 48-57-107

SECTION 7. Action by written ballot. Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action; and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot

constitutes a majority of the Lot Owners. A written ballot may not be revoked. Tenn. Code Ann. § 48-57-108.

SECTION 8. Solicitations. All solicitations for votes by written ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements; (2) State the percentage of approvals necessary to approve each matter other than election of directors; and (3) Specify the time by which a ballot must be received by the Association in order to be counted. Tenn. Code Ann. § 48-57-108 (d)

SECTION 9. Members' list for meeting. After fixing a record date for a notice of a meeting, the Association shall prepare an alphabetical list of the names of all its members who are entitled to notice of a meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. Tenn. Code Ann. § 48-57-201(a)

SECTION 10. Inspection of member's list. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or attorney is entitled on written demand to inspect and, subject to the limitations of Tenn. Code Ann. §§ 48-66-102(c) and 48-66-105, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Association shall make the list of members available at the meeting, and any member, a member's agent, or attorney is entitled to inspect the list at any time during the meeting or any adjournment. Tenn. Code Ann. § 48-57-201 (b) and (c)

SECTION 11. Voting entitlement generally. Each member will be entitled to one (1) vote for each Lot owned, on each matter voted on by the members. If a membership stands of record in the names of two (2) or more persons, the majority will control; if there is no majority in agreement, then the vote shall not be counted.

Memberships standing in the name of another nonprofit or for profit corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe or, in the absence of a bylaw provision, as the board of directors of such corporation may determine. The corporation whose membership is being voted may rely on the representations of such officer, agent, or proxy as to the authority unless such authority is questioned. Tenn. Code Ann. § 48-57-202

SECTION 12. Quorum requirements. Twenty-five percent (25%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. When a quorum is once present to organize a meeting, a meeting may be adjourned despite the

absence of a quorum caused by the subsequent withdrawal of any of those present. Tenn. Code Ann. §§ 48-57-203.

SECTION 13. Voting requirements. If a quorum exists, action on a matter by a voting group is approved if the votes cast favoring the action constitutes a majority of the members. Therefore, it is possible for a quorum to be present and the Association still be unable to adopt a decision.

SECTION 14. Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form. Tenn. Code Ann. § 48-57-205(a) and (b)

SECTION 15. Proxies generally revocable. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. Appointments coupled with an interest include the appointment of: (1) a pledgee; (2) a person who purchased or agreed to purchase the membership; (3) a creditor of the Association who extended it credit under terms requiring the appointment; (4) an employee of the Association whose employment contract requires the appointment; or (5) a party to a voting agreement created under Tenn. Code Ann. § 48-57-301. An appointment made irrevocable becomes revocable when the interest with which it is coupled is extinguished. Appointment of a revocable proxy is revoked by the person appointing the proxy attending any meeting and voting in person; or signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. Tenn. Code Ann. § 48-57-205(c)

SECTION 16. Death of Member Appointing Proxy. The death or incapacity of the member appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Tenn. Code Ann. § 48-57-205(d)

SECTION 17. Voting for directors; cumulative voting. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. Members do not have a right to cumulate their votes for directors. Tenn. Code Ann. § 48-57-206

ARTICLE V DIRECTORS

SECTION 1. Qualifications of directors. All directors must be natural persons and members of the Association (or if a member is a trustee of a trust, a Director may be a beneficiary of such trust, and if a member or such beneficiary is a corporation, partnership or limited liability company, a

Director may be an officer, partner, member or employee of such member or beneficiary). Tenn. Code Ann. § 48-58-102

SECTION 2. Number of directors. The board of directors shall consist of not less than three (3) nor more than seven (7) natural persons. Tenn. Code Ann. § 48-58-103

SECTION 3. Election, designation, and appointment of directors. Beginning with the first annual meeting, all directors shall be elected at the annual meeting of members, and at each annual meeting thereafter. Tenn. Code Ann. 48-58-104

SECTION 4. Terms of directors generally. The term of each director shall be one (1) year. Directors may be elected for successive terms. The term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members; and the term of a director filling any other vacancy expires at the end of the unexpired term which such director is filling.

Despite the expiration of a director's term, the director continues to serve until a successor is elected, designated or appointed and qualifies. Tenn. Code Ann. § 48-58-105

SECTION 5. Resignation of directors. A director may resign at any time by delivering written notice to the board of directors, its chair or president, or to the Association. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Tenn. Code Ann. § 48-58-107

SECTION 6. Removal of directors elected by members or directors. The members may remove one (1) or more directors elected by them with or without cause. A director may be removed under this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the director. An entire board of directors may be removed. The board of directors may remove a director without cause who has been elected by the board by the vote of two thirds (2/3) of the directors then in office. Tenn. Code Ann. § 48-58-108

SECTION 7. Vacancy on board. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from a removal with or without cause: (1) the members may fill the vacancy; (2) the board of directors may fill the vacancy; or (3) if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a

later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs. Tenn. Code Ann. § 48-58-111

SECTION 8. Compensation of directors. Directors shall receive no compensation for their services as Directors unless a resolution duly adopted by a majority of members provides for compensation and the amount of compensation. Tenn. Code Ann. § 48-58-112

SECTION 9. Regular and special meetings. Regular meetings of the board of directors may be held without notice at such time and place as the board of directors shall determine from time to time, but no less frequently than once a year. Special meetings of the board of directors may be called by the presiding officer of the board, the president, or any two (2) directors. A board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Tenn. Code Ann. § 48-58-201

SECTION 10. Action without meeting. Action required or permitted by the Tennessee Nonprofit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Tenn. Code Ann. § 48-58-202

SECTION 11. Notice of meetings. Regular meetings of the board may be held without notice. Special meetings of the board must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment. Tenn. Code Ann. § 48-58-203

SECTION 12. Waiver of notice. A director may waive any notice required before or after the date and time stated in the notice. Except as provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Tenn. Code Ann. § 48-58-204

SECTION 13. Quorum and voting. A quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins. When a quorum is once present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those present. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting; (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken. Tenn. Code Ann. § 48-58-205

SECTION 14. Committees. The board of directors may create one (1) or more committees of the board. A committee may consist of one (1) natural person. Except as provided in Tenn. Code Ann. § 48-58-302, members of committees of the board of directors may be members of the board of directors or other natural persons, and they shall serve at the pleasure of the board of directors. The creation of a committee and appointment of members to it must be approved by the greater of a majority of all the directors in office when the action is taken. The sections of these Bylaws, and the Tennessee Nonprofit Corporation Act which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply to committees of the board and their members as well. To the extent specified by the board of directors, each committee of the board may exercise the board's authority under Tenn. Code Ann. § 48-58-101. A committee may not, however: (1) authorize distributions; (2) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets; (3) elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or (4) adopt, amend or repeal the charter or Bylaws. Tenn. Code Ann. § 48-58-206

SECTION 15. General standards of conduct for directors. A director shall discharge all duties as a director, including duties as a member of a committee: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the Association. In discharging such duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one (1) or more officers or employees of the Association whom the director reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or (3) a committee of the board of directors of which the director is not a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted. A director is not liable

for any action taken as a director or any failure to take action, if the director performed the duties of the office in compliance with this section, or if the director is immune from suit under the provisions of Tenn. Code Ann. § 48-58-601. A director shall not be deemed to be a trustee with respect to the Association or with respect to any property held or administered by the Association, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. Tenn. Code Ann. § 48-58-301

ARTICLE VI OFFICERS

SECTION 1. Required officers. The Association shall have a president and a secretary, and may have a vice president and a treasurer. Officers shall be elected or appointed by the board of directors. The board of directors shall delegate to one (1) of the officers responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the Association. The same individual may simultaneously hold more than one (1) office in the Association, except the offices of president and secretary. Tenn. Code Ann. § 48-58-401

SECTION 2. Duties of officers. Each officer has the authority and shall perform the duties prescribed by the board of directors, to the extent consistent with these Bylaws. The president shall preside over all member meetings and the secretary shall maintain the minute book wherein resolutions shall be recorded. Tenn. Code Ann. §§48-58-402

SECTION 3. Standards of conduct for officers. An officer with discretionary authority shall discharge all duties in the same manner required of directors under the section of these bylaws setting forth the standard of conduct for directors. An officer is not liable for any action taken as an officer or any failure to take any action if the officer performed the duties of office in compliance with this section. Tenn. Code Ann. § 48-58-403

SECTION 4. Resignation and removal of officers. An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Association accepts the later effective date, its board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. A board may remove any officer at any time with or without cause. Tenn. Code Ann. § 48-58-404

ARTICLE VII OFFICERS AND DIRECTORS- SPECIAL MATTERS

SECTION 1. Director and officer conflict of interest. A conflict of interest transaction is a transaction with the Association in which a director or officer of the Association has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into or is approved

as provided in Tenn. Code Ann. § 48-58-302 (b). Tenn. Code Ann. § 48-58-302 (See section (c) for examples of indirect interest and sections (d) and (e) for provisions relating to the authorization of conflict of interest transactions.)

SECTION 2. Loans to or guarantees for directors and officers. The Association may not lend money to or guarantee the obligation of a director or officer of the Association. This section does not apply to loans and guarantees authorized or permitted by any statute which regulates any special class of corporation. Neither a sale on credit in the ordinary course of business nor a life insurance policy loan shall be subject to the restrictions of this section. Tenn. Code Ann. § 48-58-303

SECTION 3. Insurance. The Association may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Association, or who, while a director, officer, employee, or agent of the Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Association would have power to indemnify the individual against the same liability. Tenn. Code Ann. § 48-58-508

SECTION 4. Authority to indemnify. With respect to claims or liabilities arising out of service as a director or officer of the Association, the Association may indemnify and advance expenses to each present and future officer and director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the Tennessee Nonprofit Corporation Act, both as now in effect and as hereafter adopted. Tenn. Code Ann. §§ 48-58-501 and 507

SECTION 5. Mandatory indemnification. The Association shall indemnify an officer or director who is wholly successful, on the merits or otherwise, or who is immune from suit under the provisions of Tenn. Code Ann. § 48-58-601, in the defense of any proceeding to which the director was a party because the director is or was a director of the Association against reasonable expenses incurred by the director in connection with the proceeding. Tenn. Code Ann. § 48-58-503 and 507

SECTION 6. Advance for expenses. The Association may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding if: (1) the director furnishes the Association a written affirmation of the director's good faith belief that the director has met the standard of conduct described in § 48-58-502 or is immune from suit under the provisions of § 48-58-601; (2) the director furnishes the Association a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director is not entitled to indemnification; and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification under this part. The undertaking required by (2) above must be an

unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment. Tenn. Code Ann. §§ 48-58-504 and 507

SECTION 7. Determination and authorization of indemnification. The Association may not indemnify a director or officer unless authorized in the specific case after a determination has been made that indemnification of the director is permissible in the circumstances because the director has met the standard of conduct set forth herein § 48-58-502. The determination shall be made by: (1) the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (2) if a quorum cannot be obtained, a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceedings; (3) Independent special legal counsel: (A) selected by the board of directors or its committee; or (B) if a quorum of the board cannot be obtained and a committee cannot be designated, selected by majority vote of the full board of directors (in which selection directors who are parties may participate); or (4) the members, but directors who are at the time parties to the proceeding may not vote on the determination. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by independent special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel. Tenn. Code Ann. § 48-58-506

SECTION 8. Applicability of indemnification provisions. The above referenced indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification or advancement of expenses may be entitled, provided, that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes the director's or officer's liability: (1) for any breach of the duty of loyalty to the Association or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) under Tenn. Code Ann. § 48-58-304. Nothing contained in said chapters 51-68 of this title shall affect any rights to indemnification to which corporate personnel, other than directors and officers, may be entitled by contract or otherwise under law. This part does not limit the Association's power to pay or reimburse expenses incurred by a director in connection with appearing as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding. Tenn. Code Ann. § 48-58-509

ARTICLE VIII AMENDMENT OF CHARTER AND BYLAWS

SECTION 1. Authority to amend. The Association may amend its charter at any time to add or change a provision that is required or permitted in the charter or to delete a provision not required in the charter. Whether a provision is required or permitted in the charter is determined as of the effective date of the amendment. Tenn. Code Ann. § 48-60-101

SECTION 2. Amendment by board of directors. The board of directors may adopt amendments to the Association's charter without member approval to: (1) delete the names and addresses of the initial directors; (2) delete the name and address of the initial registered agent or registered office if a statement of change is on file with the secretary of state; (3) designate or change the address of the principal office of the Association; (4) change the corporate name by substituting the word "corporation," "incorporated," "company," or the abbreviation "corp.," "inc.," "co.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name; (5) designate the street address and zip code of the Association's current registered office, the county in which the office is located, and the name of its current registered agent at that office, as required by § 48-68-101(b); (6) delete the initial principal office, if an annual report is on file with the secretary of state; or (7) make any other change expressly permitted by chapters 51-68 of this title to be made by director action without member action. Tenn. Code Ann. § 48-60-102.

SECTION 3. Amendment by board of directors and members. An amendment to the Association's charter to be adopted must be approved, except as provided in Tenn. Code Ann. § 48-60-102, by a majority of the voting power. The members may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. If the board initiates an amendment to the charter, the board may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis. If the board or the members seek to have the amendment approved by the members at a membership meeting, the Association shall give notice to its members of the proposed membership meeting in writing in accordance with Tenn. Code Ann. § 48-57-105. The notice must state that the purpose, or one (1) of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment. Tenn. Code Ann. §§ 48-60-103

SECTION 4. Articles of amendment. The Association, when amending its charter, shall deliver to the secretary of state for filing articles of amendment setting forth the information required by Tenn. Code Ann. § 48-60-105.

SECTION 5. Restated charter. The Association's board of directors may restate its charter in accordance with the requirements of Tenn. Code Ann. § 48-60-106.

SECTION 6. Amendment of Bylaws by board of directors or members. The Association's board of directors may amend or repeal the Association's Bylaws unless: (1) the charter or Tenn. Code Ann. Title 48, chapters 51-68 reserve this power exclusively to the members in whole or in part; or (2) the members in amending or repealing a particular bylaw provide expressly that the board of directors may not amend or repeal that bylaw. The Association's members may amend or repeal these Bylaws even though the Bylaws may also be amended or repealed by its board of directors. An amendment to the Bylaws shall be approved by members by a majority of the voting power.

An amendment to the Bylaws which relates solely to the dues required for membership and which establishes or changes a specific amount for dues shall be approved by a majority of the members. Tenn. Code Ann. § 48-60-202

SECTION 7. Modification of system of administration. No modification of the system of administration may be operative until it is embodied in a recorded instrument which shall be recorded in the same office and in the same manner as was the Declaration and original Bylaws.

ARTICLE IX RECORDS AND REPORTS

SECTION 1. Corporate records. The Association shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors in place of the board of directors. The Association shall maintain appropriate accounting records. The Association or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order showing the number of votes each member is entitled to vote. Records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time. The Association shall keep a copy of the following records at its principal office: (1) its charter or restated charter and all amendments to it currently in effect; (2) its Bylaws or restated Bylaws and all amendments to them currently in effect; (3) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (4) the minutes of all meetings of members and records of all actions approved by the members for the past three (3) years; (5) all written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under § 48-66-201; (6) a list of the names and business or home addresses of its current directors and officers; and (7) its most recent annual report delivered to the secretary of state. Tenn. Code Ann. § 48-66-101

SECTION 2. Inspection of records by members. A member or a member's agent or attorney is entitled to inspect and copy, at a reasonable time and location specified by the Association, the records of the Association, pursuant to the requirements of Tenn. Code Ann. § 48-66-102 and 103, including, but not limited to, the requirement that the member give the Association a written demand at least five (5) business days before the date on which the member wishes to inspect and copy. The Association may impose a reasonable charge covering the costs of labor and material for copies of any documents provided to the member. Tenn. Code Ann. 48-66-102 and 103

SECTION 3. Financial statements for members. The Association shall prepare annual financial statements, which may be consolidated or combined statements of the Association and one (1) or more of its subsidiaries, as appropriate, that include a balance sheet as of the end of the fiscal year

and an income statement for that year. If the financial statements are prepared for the Association on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If requested in writing by any member, the Association shall furnish such statements to the member. If annual financial statements are reported upon by a public accountant, the public accountant's report must accompany them. If not, the statements must be accompanied by the statement of the president or the person responsible for the Association's financial accounting records: (1) stating the president's or other person's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The Association shall mail the annual financial statements to each requesting member within one (1) month after notice of the request; provided, that with respect to the financial statements for the most recently completed fiscal year, the statements shall be mailed to the member within four (4) months after the close of the fiscal year. Tenn. Code Ann. § 48-66-201

SECTION 4. Report of indemnification to members. If the Association indemnifies or advances expenses to a director in connection with a proceeding by or in the right of the Association, the Association shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members. Tenn. Code Ann. § 48-66-202

ARTICLE X ASSESSMENTS

SECTION 1. Annual Budget. The board shall cause to be prepared an estimated annual budget for each fiscal year of the Association after the Developer relinquishes control. Such budget shall take into account the estimated common expenses and cash requirements for the year. To the extent that the assessments and other cash income collected from the Lot Owners during the preceding year shall be more or less than the expenditures for such preceding year, the surplus or deficit, as the case may be, shall also be taken into account. The annual budget shall provide for a reserve for contingencies for the year and a reserve for replacements in reasonable amounts as determined by the Board.

SECTION 2. Assessments. The estimated annual budget for each fiscal year shall be approved by the Board and copies thereof shall be furnished by the Board to each Lot Owner not later than thirty (30) days prior to the beginning of such year. On or before the first day of the first month and of each succeeding month of the year covered by the annual budget, each Lot Owner shall pay as such Owner's respective monthly assessment for the common expenses one-twelfth (1/12) of such Owner's proportionate share of the common expenses for such year as shown by the annual budget. Such proportionate share for each Lot Owner shall be in accordance with such Owner's respective ownership interest in the Association as set forth in the Declaration. In the event that the Board shall not approve an estimated annual budget or shall fail to determine new monthly assessments for any year or shall be delayed in doing so, each Lot Owner shall continue to pay

each month the amount of such Owner's respective monthly assessment as last determined. Each Lot Owner shall pay such Owner's monthly assessment on or before the first day of each month as directed by the board. No Lot Owner shall be relieved of the obligation to pay such Owner's assessment by abandoning or not using such Owner's Lot or the Common Elements.

SECTION 3. Annual report. Within ninety (90) days after the end of each fiscal year covered by an annual budget, or as soon thereafter as shall be practicable, the board shall cause to be furnished to each Lot Owner and to any other party required by the Declaration, a statement for such year so ended showing the receipts and expenditures and such other information as the board may deem desirable.

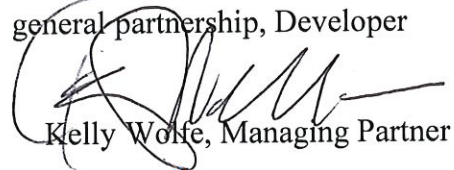
SECTION 4. Supplemental budget. In the event that during the course of any year, it shall appear to the board that the monthly assessments determined in accordance with the estimated common expenses and limited common expenses for the remainder of the year will be inadequate, then the board shall prepare and approve a supplemental budget covering the estimated deficiency for the remainder of the year, copies of such supplemental budget shall be furnished to each Lot Owner, and thereupon a supplemental assessment shall be made to each Lot Owner for such Owner's proportionate share of such supplemental budget.

ARTICLE XI INCORPORATION OF PROVISIONS IN OTHER DOCUMENTS

All provisions of the Declaration of Restrictions and Reservations for Vines Farm on Main Subdivision dated November 20, 2018, of record on Roll 972, Image 944-953, are hereby incorporated into these Bylaws. In the event of any conflict between these By-Laws and the Declaration, the provisions of the Declaration shall control.

The undersigned hereby certifies that the foregoing Bylaws were duly adopted as the Bylaws of VINES FARM ON MAIN HOMEOWNER'S ASSOCIATION.

WOLFE DEVELOPMENT, GP, a Tennessee
general partnership, Developer


Kelly Wolfe, Managing Partner

By:


Jennifer Wolfe, Managing Partner

By:

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BYLAWS
OF
VINES FARM ON MAIN HOMEOWNER'S ASSOCIATION

Prepared By:

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**BYLAWS OF
VINES FARM ON MAIN HOMEOWNER'S ASSOCIATION**

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