

THIS INSTRUMENT WAS PREPARED BY

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CONSTITUTION AND BYLAWS

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

OF THE

MORGAN PLACE SUBDIVISION

Amended July, 2005

ARTICLE I

NAME

Section 1. Name

The name of the organization shall be Morgan Place Association, Incorporated (hereinafter referred to as the Association).

Section 2. Location

All that land as shown on the plat entitled Morgan Place Subdivision, dated January 18, 1978, which appears of record in the Office of the Register of Deeds of Knox County, Tennessee, in Plat Book 668, page 15-16 (the "Site Plan").

ARTICLE II

PURPOSE

The purpose of the Association shall be to stimulate people and families to work together for the improvement of Community life;

To further and promote the general interests of the members and Morgan Place Subdivision;

To provide funds for the exclusive purpose of promoting the health, safety, and welfare of the property owners of Morgan Place and in particular for the maintenance and beautification of owned properties;

To maintain the zoning of the subdivision as single family residential and

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M. TAX: \$0.00 T. TAX: \$0.00

residentially compatible zoning in the contiguous area;

To assure that all utility and governmental services desired by the residents are made available;

To acquire real and personal property by purchase, gift, devise, bequeath or otherwise; and to issue bonds or notes and secure the same by mortgage or deed of trust or corporate assets; to dispose of personal and real property as the Association deems wise, all of which purposes are to be carried out, not for profit or material gain and without share of stock, but simply to promote the general welfare of all its members, the community and the County, as a whole.

ARTICLE III

MEMBERSHIP

Section 1. Members

Every Owner of a Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Section 2. Voting

The Owner or Owners of each Lot shall collectively have one vote per Lot in the affairs of the Association. When more than one person holds any interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be allocated to each Lot.

Section 3. Membership Fee

Each Association member shall pay an annual membership fee to be determined by the Board of Directors and approved by the general membership at the annual meeting.

ARTICLE IV

OFFICERS

Section 1. General

The officers of the Association shall be a President, a Vice President, and a Secretary—Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority stated in Section XIII. Officers shall be members of the Association.

Section 2. Elections

Elections for officers of the Association shall be held at the Annual Meeting to be held on the last Tuesday of October. The officers shall be elected by bal lot to serve for one year or until their successors are named, and their term of office shall begin at the close of the Annual Meeting at which they were elected.

Section 3. Vacancies

A vacancy occurring in office shall be filled for the unexpired term by a member of the Association elected by a majority vote of the remaining members of the Board of Directors.

ARTICLE V

MEETINGS

Section 1. Annual Meeting

A regular annual meeting of the Association shall be held the last Tuesday night in the month of October, at such time and place as shall be determined by the President. The business conducted shall be as prescribed by these Bylaws. If a holiday falls on the regular meeting date or if for some other important reason the



regular meeting cannot be held on the scheduled date, the meeting will be rescheduled by the President to another day in the month of November.

Section 2. Special Meetings

Special meetings may be called from time to time as necessary, by the Board of Directors. A reasonable attempt shall be made to notify each Association member of a special called meeting at least one day prior to the meeting.

Section 3. Quorum

Meetings as used herein, shall be lawfully constituted so as to conduct business when there shall be present a quorum of at least fifteen (15) voting members of the Association. Three (3) members of the Board of Directors shall constitute a quorum for Board of Directors Meetings.

Section 4. Board of Directors Meetings

The Board of Directors shall meet at a time and place as established by the President on a frequency required to perform its duties.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Membership

The officers of the Association, Chairman of the Architectural Control Board and Past President available of the Association shall constitute the Board of Directors.

Section 2. Duties

The Board of Directors shall have general supervision of the affairs of the Association between its business meetings, make recommendations to the Association, and shall perform such other duties as are specified by these Bylaws.

The Board shall be subject to the orders of the Association, and none of its actions shall conflict with action taken by the Association and the recorded Subdivision Declaration of Covenants, Conditions and Restrictions.

ARTICLE VII

COMMITTEES

Section 1. Architectural Control Board

The Association shall elect three (3) members who shall serve as the Architectural Control Board. For the initial terms, one member shall be elected for a term of one year, one member shall be elected for a term of two years and one member shall be elected for a term of three years. At the expiration of each term, members shall be elected to three—year terms. Any member of the Architectural Control Board who shall lose membership in the Association due to sale of the Lot which qualifies them for such membership shall be replaced for the unexpired portion of their term by vote of the membership. Officers of the Organization shall be eligible to serve on the Architectural Control Board. The Chairman of the Architectural Control Board shall not be an officer of the Association and shall be elected from the general membership.

Section 2. Powers of Architectural Control Board

No building, fence, wall, outbuilding, clotheslines or other structure shall be commended, erected or maintained upon the Property, nor shall any exterior addition to or change or alteration therein be made until the plans and specifications showing the nature, kind, shape, height, materials, and location of the same shall have been submitted to and approved in writing as to harmony of external design, location in relation to surrounding structures, topography and the use restrictions of Article VIII by the Architectural Control Board. In the event

said Architectural Control Board fails to approve or disapprove such design and location within thirty (30) days after said plans and specifications have been submitted to it, approval will not be required and this Article will be deemed to have been fully complied with.

Section 3. Standing and Special Committees

Such other committees, standing or special, shall be appointed by the President as the Association or the Board of Directors shall deem necessary to carry on the work of the Association.

Section 4. Work Plan

For any task that requires the expenditure of funds the Chairman of each committee shall present a written plan of work to the Board of Directors for approval, and no work shall be undertaken until such approval is granted.

Section 5. Committee Membership

The President shall be an ex-officio member of all committees except a Nominating Committee.

ARTICLE VIII

SUBDIVISION USE RESTRICTIONS

Section 1. Lots

Each of the Lots shall be occupied only by an owner of record, members of his family, his servants, and occasional guests as a single-family residence and for no other purpose.

Section 2. Dwelling Specifications

(a) No dwelling shall be permitted having living area of the main structure, exclusive of one—story open porches, of less than the following:


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<u>Type Dwelling</u>	<u>Minimum Area</u>
Single Floor	1600 sq. ft.
One and One-half Floor	1800 sq. ft.
Two Story	2000 sq. ft.
Split Level	1600 sq. ft.

(b) No dwelling shall have a roof pitch below the following minimum standards without the prior approval of the Architectural Control Board:

<u>Type Dwelling</u>	<u>Minimum Pitch</u>
Single Floor	5/12
Two Story	6/12

(c) No exposed stucco or block foundation shall be permitted without the prior approval of the Architectural Control Board.

Section 3. Nuisance

No noxious or offensive activity shall be conducted upon any Lot nor shall anything be done thereon which may be or become annoyance or nuisance to the neighborhood.

Section 4. Animals

No animals, livestock or poultry of any kind shall be kept or maintained on any Lot or in any dwelling except that dogs, cats or other household pets may be kept or maintained provided that they are not kept or maintained for commercial purposes, and provided further that the Association may regulate the keeping and maintaining of household pets.

Section 5. Outside Antennas

No outside radio or television antennas shall be erected on any Lot or structure thereon within the Property unless and until permission for the same has been granted by the Architectural Control Board.

Section 6. Temporary Structures

No structure of a temporary character, trailer, basement, tent, shack, garage, barn, or other outbuilding shall be used on any Lot at any time as a residence either temporarily or permanently.

Section 7. Signs

No sign of any kind shall be displayed to the public view on any Lot except one sign of not more than five square feet advertising the Property for sale, or signs used by a builder or seller to advertise the Property during the construction and sales period.

Section 8. Oil and Mining Operations

No oil drilling, oil development operations, oil refining, quarrying or mining operations of any kind shall be permitted upon or in any Lot, nor shall oil wells, tanks, tunnels, mineral excavations or shafts be permitted upon or in any Lot. No derrick or other structure designed for use in boring for oil for natural gas shall be erected, maintained or permitted upon any Lot.

Section 9. Garage and Refuse Disposal

No Lot shall be used or maintained as a dumping ground for rubbish. Trash, garbage or other waste shall not be kept except in sanitary containers. All equipment for the storage or disposal of such material shall be kept in a clean and sanitary condition.

Section 10. Lawful Use

No immoral, improper, offensive, or unlawful use shall be made of the Community Parks or Lots, nor any part thereof; and all valid laws, zoning ordinances, and regulations of all governmental bodies having jurisdiction thereof

shall be observed.

Section 11. Commercial Business

No commercial businesses may be maintained on the Community Parks or the Lots.

Section 12. Alteration

Nothing shall be altered or constructed in or removed from the Community Parks except upon the written consent of the Association.

Section 13 Rules for Community Parks

The Association, by vote of the membership, is authorized to adopt rules for the use of Community Parks and such rules shall be furnished in writing to the Owners. There will be no violation of these rules.

Section 14. Repair of Vehicles

No vehicles of any type shall be permanently or semi—permanently parked on the Property or in the vicinity of any Lot or in the Community Parks for purposes of accomplishing repairs thereto, or the reconstruction thereof. This restriction shall also apply to all vehicles not in operating condition regardless of whether or not such vehicles are being operated.

Section 15. Garage Area

Each Owner shall keep any garage area facing the street in a neat and orderly condition with all storage area completely enclosed. No carports shall be allowed.

Section 16. Commercial and Recreational Vehicles

There shall be no parking of commercial or recreational vehicles, including, but not limited to, camping trailers, boats, motor homes, and the like except in

areas on the Lots which may not be seen from the street.

Section 17. Fences

No fence or masonry wall shall be permitted beyond the building lines established for the Project and no fence or masonry wall shall be permitted on any other part of any Lot without the approval of the Architectural Control Board.

Section 18. Existing Trees

No existing tree on any Lot which has a diameter of ten inches (10") or greater shall be cut or removed unless such tree interferes with the construction of a residence and related facilities of such Lot or unless such tree presents a hazard.

Section 19. Gardens

Vegetable gardens may be planted on any Lot. However, any such garden shall only be to the side or rear of any house on the Lot and in no event shall such garden be planted nearer to the street than the applicable building set back lines.

Section 20. Driveways

Any driveway on Lots 1, 3, 32, 35, 36 or 43 shall exit on subdivision streets as shown by the Site Plan and no driveway which exits on other than a subdivision street shall be permitted.

Section 21. Enforcement

The Association, or any Owner, shall have the right to enforce, by any proceeding at law or in equity, all restrictions, conditions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Covenants, Conditions and Restrictions. Failure by the Association or by any Owner to enforce any covenant or restriction herein shall in no event be deemed a waiver of the right to do so thereafter.

Section 22. Severability

Invalidation of any one of the covenants or restrictions by judgment or court order shall in no way affect any other provisions which shall remain in full force and effect.

ARTICLE IX

CONTRACTS. LOANS. MORTGAGES
CHECKS. AND DEPOSITS

Section 1 Contracts

The Board of Directors may authorize any officer, agent or agents, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Association. Such authority is confined to specific instances authorized by a resolution by the Board of Directors.

Section 2. Loans and Mortgages

No loans or Mortgages shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a specific resolution adopted by an affirmative vote of at least ninety percent (90%) of the Association membership until February 13, 1998, and a seventy-five percent (75%) affirmative vote thereafter.

Section 3. Checks. Drafts. and Bonds

All checks, drafts, bonds or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agents of the Association and in such manner as shall be determined by resolution of the Board of Directors.

Section 4. Deposits

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depository that the Board of Directors may select.

ARTICLE X

COMMUNITY PARKS

Section 1. Present Use of Community Parks

At the present time the Community Parks shall not be improved with recreational facilities but shall remain in their natural state.

Section 2. Future Development of Community Parks

Upon adoption by an affirmative vote of at least ninety percent (90%) of the Association membership until February 13, 1998, and a seventy-five percent (75%) affirmative vote thereafter, the Community Parks may be improved with recreational facilities for the benefit of the Members of the Association.

ARTICLE XI

PARLIMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE XII

AMENDMENTS

Section 1. Declaration of Covenants, Conditions and Restrictions

Article VIII of these Bylaws includes the Declaration of Covenants, Conditions and Restrictions that run with and bind the Morgan Place Subdivision Land until February 13, 1998, after which



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time they shall be automatically extended for successive periods of ten (10) years. the Declaration of Covenants, Conditions and Restrictions may be amended during the first twenty (20) year period by an instrument signed by not less than ninety (90%) percent of the Owners, and thereafter by an instrument signed by no less than seventy—five (75%) percent of the Owners, provided that no amendment shall alter any obligation to pay ad valorem taxes or assessments for public improvements. Any amendment must be properly recorded in the Register's Office for Knox County and these Bylaws revised according to the approved Amendment.

Section 2. Amendment of These Bylaws

Those provisions of these Bylaws that are not included in the Declaration of Covenants, Conditions and Restrictions may be amended by a two—thirds vote of the membership. Each amendment must be submitted to each member in writing and the member vote reduced to writing before such an amendment is effective.

ARTICLE XIII

ADOPTION OF BYLAWS

Section 1. Adoption

These Bylaws shall be effective immediately upon adoption, in writing, by a simple majority of the Lot owners in the Morgan Place Subdivision.

Section 2. Election of Initial Officers

Officers will be elected in a special called meeting upon adoption of these Bylaws. Initial Officers will serve until the 1985 Annual Meeting. A person shall be elected to the Board of Directors to fill the position of Past President.

The undersigned, as president of Morgan Place Subdivision, hereby certify that 75 % of the lot owners as required by the Constitution and Bylaws of the Morgan Place Subdivision have agreed to the revisions as described in the foregoing.

Richard Koelsch

Richard Koelsch, President of Morgan Place Subdivision

State of TN County of Knox
Sworn to and subscribed before me this 11 day of August 192005
Notary's Signature Angela F. Lawson My commission expires 11/26/2007

