



Cumberland Lakes
Property Owners' Association, Inc.
1901 Cumberland Lakes Drive
Monterey, TN 38574

March 13, 2023

Dear Cumberland Lakes Property Owners,

From time to time the Board of Directors needs to review and evaluate our governing documents. The last time our Bylaws were amended was 35 years ago in 1988. Many things have changed in those 35 years, and it was time to update our Bylaws. The Board took upon this task starting in 2022. Through many revisions, multiple meetings, incorporating a committee of property owners not on the board to review, and a final unanimous vote by the Board, we have enclosed the finished amended Bylaws. Please take the time to read through them.

I have included the listing from our Charter that sets forth the actions to follow for the amendment of our Bylaws.

Our Charter, Article X requires:

The Bylaws of the Corporation may be amended at a regular or special meeting of the Directors by a 2/3 vote of all directors, or by 2/3 written consent of all directors, which meeting or vote shall require that notice be sent to all Members, pursuant to Tennessee Law, provided that, if, within 90 days of said action, a written request signed by 10% of the Membership petitioning for referral of said action to a vote of the membership is received by any officer or director of the Association, said action shall be suspended and referred to a vote of the membership at a special meeting of the Members, which Special Meeting shall be called by the Board of Directors within one (1) month after receipt of said petition, and which action shall become effective only upon either a majority of the total voting power, or by two-thirds (2/3) of the votes cast, whichever is less, whether such votes are cast in person or by proxy.

To summarize, please read the enclosed 2023 Bylaws. No action is required if you are in concurrence with the Bylaws included.

We encourage you to visit the Property Owners' Association website for Association updates.

www.cumberlandlakes.net

The original Bylaws (1988) can be found on the website under "Governing Documents".

We also encourage you to contact any of the Board of Directors members should you have any questions, concerns, or comments. Each Board members contact information can also be found on the website under "POA Board & Committees Contact List".

Sincerely,
Michael Perkowski
Cumberland Lakes POA President

BYLAWS
OF
CUMBERLAND LAKES AT
CUMBERLAND COVE UNIT 201
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE I
Definitions

Definitions as used in these Bylaws shall be the same as defined in the Declaration of Covenants and Restrictions (index #1), or as elsewhere in said Declaration of Covenants and Restrictions as it may be amended.

The Powers, duties, procedures and other functions and responsibilities of the Association and its Members, Directors, and Officers, as granted by the Charter and the Declaration of Covenants and Restrictions, may be further enumerated in these Bylaws.

ARTICLE II
Location

Section 1. The location of the office shall be Cumberland Lakes POA 1901 Cumberland Lakes Drive, Monterey, TN 38574

Section 2. The location of the Association's registered office and the name of its registered agent is Mr. Doug Fields of Fields & Tollett an Association of Attorneys located at 169 East 1st Street Crossville, TN 38555.

ARTICLE III
Membership

Section 1. Membership in the Association shall be as defined in the Charter (Index #2), and the Declaration of Covenants and Restrictions (Index #2), as they may be amended.

Section 2. The Voting rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien

upon the property against which such assessments are made as provided in the Declaration of Covenants and Restrictions (Index #3) to which The Properties are subject as recorded in Plat Book 9 at Page 205 of the Public Records of Cumberland County, Tennessee.

Section 3. The voting rights of any person whose interest in The Properties is subject to assessments herein under Article III, Section 2, whether or not they be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid including loss of voting rights; but upon payment of such assessments, their rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of any person thereon as provided in Article IX, Section 1, herein, the Directors may, in their discretion, suspend the voting rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

Article IV
Voting Rights

The Voting Rights of Members shall be as governed by the Charter (Index #4) and the Declaration of Covenants and Restrictions (Index #4).

Article V
Property Rights and Rights of Enjoyment of Common Property

Section 1. Except as otherwise provided in the Declaration of Covenants and Restrictions, each Member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by deed of dedication and the Declaration of Covenants and Restrictions (Index #5) applicable to the Properties, but subject to the provisions of Article III, herein, the voting rights and privileges of each such Member are subject to suspension.

Section 2. Any Member may delegate their rights of enjoyment in the Common Properties and facilities to the members of their family who reside upon The Properties or to any of their tenants. Such Member shall notify the Secretary in writing of the name of any such person and of the relationship

of the Member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3 herein, to the same extent as those of the Member.

Article VI
Association Purposes & Powers

Section 1. Mortgages – Other Indebtedness. The Association shall have power to mortgage its properties only to the extent authorized under the Charter (Index #6) and the recorded Declaration of Covenants and Restrictions applicable to said properties.

Section 2. Dedication of Properties or Transfer of Function to Public Agency or Utility. The Association shall have the power to dispose of its real properties only as authorized under the recorded Declaration of Covenants and Restrictions applicable to said properties, and the Charter (Index #7). Such additions, when properly made, shall extend the jurisdiction, functions, duties, and membership of this Association to such properties.

Section 3. Mergers and Consolidations. Subject to the provisions of the recorded Declaration of Covenants and Restrictions applicable to the properties and in the Charter (Index #8) and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

Section 4. The Association has been organized for those purposes enumerated in its Charter and Declaration of Covenants and Restrictions. These are further specified as follows:

To promote the health, safety, and welfare of the Property Owners/Residents of The Properties, and for this purpose to:

4.1 Own, acquire, build, operate and maintain certain areas for the benefit of Property Owners/Residents described in the Charter (Index #9) and in the Declaration of Covenants and Restrictions (Index #9), and elsewhere in the Declaration of Covenants and Restrictions.

4.2 Pay the utilities costs for common areas including water, septic, and electricity.

4.3 Pay for other miscellaneous services which may be required, such as exterminating services, security system maintenance and fire extinguisher services.

4.4 Maintain all drainage areas.

4.5 Maintain heating and air conditioning unit of recreation building.

4.6 Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the property owners.

Section 5. Management and Service Contracts. The Association shall have the right to contract for professional management or services on such terms and conditions as the Board deems desirable in its sole discretion, provided, however, that any such contract shall not exceed three (3) years and shall be terminable by either party without cause and without payment of a termination or penalty fee on ninety (90) days or less written notice as authorized in the Declaration of Covenants and Restrictions (Index #10).

Section 6. Additional Contract Requirements.

6.1 Three bids must be secured when time permits. This may be waived so not to lapse or impede services.

6.2 Contracts that are Board approved are to be reported and recorded in the next board meeting minutes with type, duration, and cost noted.

6.3 All contracts are subject to Article VI Section 5 herein.

Section 7. Being a non-profit organization governed by a volunteer Board of Directors, a Member or a relation thereof as defined in the Declaration of Covenants and Restrictions (Index #11), can receive compensation from the Property Owner's Association. Full disclosure to the Board must be made, approval by majority vote, and recorded in Board minutes. All contracts and compensations are subject to the Articles herein.

Article VII
Board of Directors

Section 1. The Board of Directors shall be established as provided in the Charter (Index #12).

Section 2. Number of Directors:

2.1 The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors.

2.2 The Board may be increased in size up to nine (9) members or decreased in size down to three (3) members at the discretion of a majority of the Board of Directors.

2.2.1 Increasing the Board to nine (9) members might be considered if permanent home ownership in Cumberland Lakes exceeds one hundred (100) and maintaining nine (9) Board members could be maintained on a consistent basis. Conversely, decreasing the Board to five (5) or three (3) members might be considered if there was a lack of community members interested in serving on the Board for the required terms and the ability to sustain and retain Board members was not viable.

2.3 The Board shall, at all times, contain an odd number of members.

2.4 Director terms will be changed from one year to two-year staggered terms beginning with the 2023 elections for the 2024 Board of Directors as enumerated in Article VIII Section 1.6, herein.

2.5 Directors shall then serve two-year terms beginning in 2024 and their successors shall be appointed or elected in accordance with the Bylaws, or as determined by the Board of Directors.

Section 3. Qualifications to serve on the Board:

3.1 Own Cumberland Lakes property.

3.1.1 Have their name duly recorded in the POA Secretarial record, a book kept for the purpose of listing the names of all Members of the Association together with their addresses as registered by

such Members per Article XI Section 6, herein, prior to the date, June 30th, established for sending the yearly notification that 'applications' are being accepted for the next year's Board.

3.1.2 Member's request to opt out of all POA notifications in writing to the Secretary will also be honored as a request not to receive solicitations to apply for or to serve the POA in any capacity and thereby disqualifies the Member as a self-applicant or to be nominated by another Member.

3.1.3 Be a member in good standing.

3.2 Must agree to uphold the Governing Documents of the Cumberland Lakes POA.

3.3 Members of the same household may not serve simultaneously on the Board of Directors.

3.4 A member serving on the Election Committee who submits an application to run for the Board of Directors must also include a letter of resignation effective immediately to the Election Committee.

3.5 A Member of the Cumberland Lakes Property Owners Association must not serve simultaneously on the Board of Directors or any Standing Committee. A member serving on the Architectural & Environmental Compliance Committee (AECC) who submits an application to run for the Board of Directors may continue to serve on the AECC during the election process. Upon notification of being installed to serve on the Board, that member must sign a letter of resignation from the AECC effective immediately.

3.6 Being a non-profit corporation governed by a volunteer BOD, if any Member or relation thereof as defined in the Declaration of Covenants and Restrictions (Index #13) is receiving compensation from the Property Owner's Association, that any board member directly or indirectly involved in such compensation should be encouraged to abstain from voting in matters related to the compensation.

Article VIII
Board of Directors Elections and Vacancies

Section 1. Election Process for Directors:

1.1 Yearly, on June 30th, over the signature of the BOD Secretary, all members are notified by email or by USPS*(*for those without email access) that applications for Board of Directors are being requested and members may either:

1.1.1 Notify the Secretary before July 31st via email or by USPS that they intend to apply and the Secretary will then send them an application within 3 days; or,

1.1.2 Member may nominate another Member informing Secretary of such prior to July 31st via email or by USPS.

1.1.2.1 The Election Committee then vets nominated Members and informs them of their nomination.

1.1.2.2 Members nominated would then decide whether they wish to apply.

1.1.2.3 Section 1.1.1 applies if Member accepts nomination.

1.1.3 Election notice is also posted on Cumberland Lakes Community Center bulletin board and website.

1.2 The completed application must be postmarked no later than August 15th.

1.3 Application by email or US Mail announcing one's candidacy will be considered as a 'self' nomination pending review by the election committee that the member is a property owner and in good standing.

1.3.1 This "self" nomination process or the acceptance by a nominated individual will then be considered a "self" nomination. This process abolishes the "nomination committee" aspect of the original 1988 Bylaws

Article VIII but still retains the Election Committee set forth herein by Article VIII section 3.

1.4 In the event that there are more candidates than vacancies, ballots will be necessary for an election. Candidates should enumerate additional qualifications, pertinent experience, and why they would like to serve on the CLPOA Board of Directors and what they believe they could bring to Cumberland Lakes Property Owners' Association.

1.5 Applications are also required from any current board member whose term expires at the end of the year and must be re-elected to hold a position on the board.

1.6. Staggered Terms Implementation:

1.6.1 The elections for the 2024 Board of Directors in 2023 will start the changeover from one-year terms to two-year staggered terms.

1.6.1.1 In 2023 only, to facilitate the transition from one to two-year terms, the following applies:

1.6.1.1a The election or appointment of Directors will be for seven (7) Directors.

1.6.1.1b Three (3) Directors will serve two (2) year terms.

1.6.1.1c Four (4) Directors will serve one (1) year terms and these four one-year term positions will become the Board vacancies to fill in the 2024 election for the 2025 Board for two-year terms.

1.6.1.2 In 2023, candidates must state whether they are applying for a one- year term or a two-year term.

1.6.1.3 In that Candidates will be applying for either a one-year or a two-year term, there will be two simultaneous elections or appointments in 2023 for one seven-member 2024 Board of Directors.

1.6.1.3a If only one of the terms has excess applicants, an election for that term only will be held whether it be for a one-year or the two-year term.

1.6.1.3b If the other term has the exact number of applicants as vacancies, the board for that term is set.

1.6.1.3c If there aren't enough applicants to fill a term and there is an excess of applicants for the other term, those applicants will be asked to consider switching their choice if that number would be the exact number needed to fill the other terms vacancies thus avoiding cost of an election.

1.6.1.3d If the excess number exceeds the vacancy number of the other term which is short on applicants, the election proceeds for that term.

1.6.1.3e After ballots are counted, those applicants not elected, are to be considered first for appointment by the Current Board to fill the remaining vacancy(s) to maintain the odd number of Directors required per Charter before going to Section 2.1 herein.

1.6.1.4 Midterm vacancies which might occur in Directors elected or appointed to the 2024 Board will be filled as in accordance with Section 2, herein.

1.6.2 Following the initial Staggered Election in 2023 to begin the staggered terms, elections in 2024 and for all subsequent elections, Directors will be elected for two (2) year terms.

1.6.2.1 Except for 2023, an even number of Directors will be elected or appointed in even numbered years and an odd number in odd numbered years. Therefore, in 2024, if the Board remains at seven (7), election or appointment for the 2025 Board will be for four (4) Directors for two-year terms and in the following year, 2025, three (3) Directors for two-year terms.

1.6.3 Should voting ties occur, seniority prevails based on Cumberland Lakes Membership with the Member having the oldest recorded date of property ownership being considered senior.

Section 2. Vacancies on the Board of Directors:

2.1 Vacancies in the Board of Directors occurring during the board year shall be filled by appointment at a Special meeting, duly called for that purpose. Those applicants not elected but were on the ballot for the most current election year, are to be considered first for appointment by the current Board to fill the vacancy(s). Such appointed Director(s) shall serve out the remaining board year. Appointed Director(s) would follow the election process for the next year to be considered by the Membership through voting.

2.2 Board members appointed or elected in this manner must be installed at the next meeting of the Board so that they can participate as a voting member at that meeting.

2.3 Any Director may be removed with cause by concurrence of a majority vote of the Membership at a Special meeting called for that purpose. The vacancy in the Board of Directors so created shall be filled in accordance with Section 2.1, herein.

Section 3. Election Committee:

3.1. Three non-board members that are property owners in good standing will be appointed to the Election Committee in June by the BOD Secretary but no less than ninety (90) days prior to the annual meeting of members.

3.2 This Committee will review all applications for Directors verifying the applicants' qualifications as established per Article VII, Section 3, herein.

3.3 No ballot will be required and/or mailed if the number of qualified candidates meets or is less than the number of vacancies as an election would not be necessary.

3.4 If the number of qualified candidates is greater than the number of vacancies, ballots along with the applicants' qualifications shall be printed and sent to all POA Members within the guidelines established

herein for an election.

3.4.1 Candidates' applications enumerating additional qualifications and service to the community will be included with the mailing of the ballots.

3.4.2 Qualified candidates' names shall be placed on written ballot(s) as provided in Section 4.1.2, herein, and shall be made in advance of the time fixed in Section 4.2, herein, for the mailing of such ballots to all Members in good standing per Article IV, herein.

Section 4. Ballots:

4.1 All elections to the Board of Directors shall be made on a secret written ballot which shall:

4.1.1 Describe the vacancies to be filled.

4.1.2 Set forth the names of those verified by the Election Committee to be qualified for such vacancies.

4.2 Such ballots shall be mailed to the Members at least fourteen (14) days in advance and not more than two (2) months in advance of the date set forth therein for a return (which shall be a date not later than the day before the annual meeting or special meeting called for elections). Ballots postmarked after the designated "cut off" return date noted, will not be opened or considered for voting.

4.3 Each Member shall receive as many ballots as they have votes. Notwithstanding that a Member may be entitled to several votes, they shall exercise on any one ballot only one vote for each vacancy shown thereon. There shall be no cumulative voting. All voting shall be by secret ballot.

Section 5. The Election Committee shall meet in a special meeting called for the purpose of tallying the votes on a date set prior to the annual meeting and report the election results to the POA Secretary for addition to annual meeting agenda.

Article IX
Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power:

1.1 To call special meetings of the Members whenever it deems necessary and it shall call a meeting at any time upon written request of one-tenth (1/10) of the voting membership as provided in Article XIII, Section 2, herein.

1.2 By a 60% majority vote, remove any officer(s) with due cause. By majority vote, appoint any officer(s) to the Board. By majority vote to appoint and/or remove agents, contractors, and employees of the Association, prescribe them duties, fix their compensation and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever.

1.3 To establish, levy and assess, and collect the assessments or charges referred to in Article III Section 2 herein, Article VI herein, and elsewhere in the Bylaws and Declaration of Covenants and Restrictions.

1.4 To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the Members and their guests thereon.

1.5 To exercise for the Association all powers, duties and authorities vested in or delegated to this Association, except those reserved to the Members in the Declaration of Covenants and Restriction, Charter, or these Bylaws.

1.6 In the event that any member of the Board of Directors of this Association shall be absent without due cause and prior notification to the President or Vice President from three (3) consecutive meetings of the Board of Directors, the Board may, by action taken at the meeting during

which said absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

2.1 To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of Members or at any special meeting when such is requested in writing by one-tenth (1/10) of the voting membership.

2.2 To supervise all officers, agents, and employees of this Association and to see that their duties are properly performed.

2.3 As more fully provided in the Declaration of Covenants and Restrictions (Index #14) applicable to The Properties:

2.3.1 To fix the amount of the assessment against each Lot, (property) for each assessment period at least thirty (30) days in advance of such date or period.

2.3.2 To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any Member. Inspection protocol found in Article XV herein, must be followed.

2.3.3 To send written notice of each assessment to every owner subject thereto.

2.3.4 To issue or cause POA Treasurer to issue upon demand by property owner, a receipt for any paid assessment as conclusive evidence that assessment there stated to have been paid.

Article X
Directors' Meeting

Section 1. Organizational. This annual closed meeting of the Board of Directors shall be held immediately after the annual meeting of Members or as soon as

feasible. Directors shall meet for the purposes of organization, election of officers and the transaction of other business.

Section 2. Regular. The Regular meetings of the Board of Directors may be open to all Members and guests with Board approval.

2.1 Notification of location and time is required as a minimum of four (4) regular meetings are required per year to occur quarterly.

2.1.1 Notification is required to announce if a regular meeting is open, restricted, or closed.

2.2 Purpose is to conduct per agenda the routine management of the community to include:

2.2.1 Business, Treasurer, President, and Committee Reports.

2.2.2 Updates, discussion, proposals and voting on Old and New Business items.

2.2.3 Discussion on agenda Items submitted prior by Members.

2.2.3.1 Members' concerns, questions, and suggestions must be submitted in writing to the POA Secretary or any Director in advance of the meeting call to order.

2.2.3.2 The nature of the issues raised by the Member will determine Board handling.

2.3 Secretary will keep minutes of these meetings which are available to the POA Members.

Section 3. Special. Special meetings of the Board of Directors will be held when called by an officer of the Association or by any two Directors after not less than three (3) days' notice to each Director.

3.1 The purpose or purposes for which the meeting is called shall be stated in the notice. Special meetings include:

3.1.1 Budget meetings

3.1.2 Workshops

3.1.3 Meetings as determined by the Directors.

3.2 No business shall be transacted except that mentioned in the notice.

3.3 Special meetings are closed except by Board invitation.

Section 4. Executive Sessions may be called at any time by the President or by a majority of the Board of Directors to meet in private and discuss pertinent, confidential, and sensitive information related to the Association:

4.1 Meeting purpose limitations:

4.1.1 Legal matters.

4.1.2 Personal matters

4.1.3 Formation of contracts

4.1.4 Member discipline

4.2. Executive Sessions are limited to the Board of Directors of which there must be a quorum and individuals deemed appropriate by a majority approval of the Board of Directors.

4.3 Discussion is limited to the subject for which the meeting was called.

4.4 No votes or actions may be taken in Executive Session as it is limited to discussion and/or planning.

4.5 At the next meeting of the Board, the Secretary shall make an entry into the minutes that an Executive Session was convened (time, place, and attendees) for stated purpose(s); All discussion and planning are to remain private, and the proceedings are to be held in confidence as per the latest edition of Robert's Rules of Order.

Section 5. Written Consent. Action of the Board of Directors through Written Consent in lieu of a meeting shall be governed by the Charter (Index #15). All such consents, waivers or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 6. Quorum. The majority of the Board of Directors shall constitute a quorum thereof.

Section 7. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Covenants and Restrictions, the Charter, or these Bylaws.

Article XI
Officers

Section 1. The officers shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be determined by the Board of Directors.

1.1. The Officer positions of President and Vice President must first be Directors of the Association.

1.2. The Officer positions of Secretary and Treasurer may be, but are not required to be, members of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and is empowered to sign all notes, checks, leases, mortgages, deeds, and all other written instruments.

Section 5. The Vice-President shall perform all the duties of the President in his/her absence.

Section 6. The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall sign all certificates of Membership. The Secretary shall keep the records of the Association and shall record in a book kept for that purpose the names of all Members of the Association together with their addresses as registered by such Members (See Article XIII, Section 3 herein).

Section 7. An Assistant Secretary may be appointed by the Board of Directors. The Assistant Secretary shall perform all duties of the Secretary in the Secretary's absence.

Section 8. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall sign all checks and notes of the Association, provided that, such checks and notes shall also be signed by the President or the Vice-President if the amount exceeds \$500.00 dollars.

Section 9. The Treasurer shall keep proper books of account for the Association and shall prepare an annual statement of cash receipts and disbursements as of the end of each fiscal year, such statement to be presented to the membership at its regular annual meeting.

The Board of Directors will ensure that an annual review of the accounting books is conducted through a committee comprised of three Members of the Association in good standing who are not currently serving on the board. The committee will be appointed by the Board of Directors. The Treasurer cannot be a member of the committee. A written report on the results of the review will be submitted to the Board of Directors within sixty (60) days of the end of the fiscal year.

Article XII **Committees**

With the exception of the Architectural & Environmental Compliance Committee (AECC), which shall be a Standing Committee of the Association, whose powers and duties are described in the Declaration of Covenants and Restrictions (Index #16), the Board of Directors may, in their discretion, appoint other committees as they deem necessary, for such purposes, and with such powers as they may deem appropriate.

Article XIII **Meeting of Members**

Section 1. Annual Meetings. The annual Membership meeting shall be held on the date, at the place and at the time determined by the Board of Directors from time to time, provided that, there shall be an annual Membership meeting every calendar year and, to the extent possible, no later than thirteen (13) months after the last preceding annual Membership meeting. The purpose of

the meeting shall be, except as provided herein to the contrary, to announce the election results for Directors, introduce the new BOD to the Members and transact any other business authorized to be transacted by the Members, or as stated in the notice of meeting sent to Members in advance, thereof.

Section 2. Special meetings of the Members for any purpose may be called at any time by the President, the Vice-President, the Secretary, or the Treasurer, or by any two or more members of the Board of Directors, or upon written request of the Members who have a right to vote one-tenth (1/10) of the votes of the membership.

Section 3. Notice of any meeting shall be given to the Membership by the Secretary. Notice may be given to the Member by the following means: electronic (email), personally hand delivered, or by sending a copy of the notice through the USPS when time permits, postage thereon fully prepaid to their address appearing on the books of the Association. Each Member shall register their preferred method of communication with the Secretary. Notice of meetings shall be communicated to Members by their preference. Notice of any meeting regular or special shall be communicated to the Member by their preference of communication no less than fourteen (14) days (using USPS may effect this time restraint) and no more than two (2) months in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by Article VIII, herein, or any action governed by the Charter or by the Declaration of Covenants and Restrictions applicable to The Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. Quorum. The quorum at any regular or special meetings of Members for any action governed by the Declaration of Covenants and Restrictions, the Charter or the Bylaws of the Association shall be as provided in the Charter (Index #17).

Section 5. Written Consent. Action of the Members through Written Consent or via electronic email in lieu of a meeting shall be governed by the Charter (Index #18). All such consents, waivers or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 6. Spokesperson. The only meeting where a spokesperson is allowed to speak for the members is in a Membership meeting.

Section 7. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Declaration of Covenants and Restrictions, the Charter, or these Bylaws.

Article XIV

Proxies

Section 1. At all corporate meetings of Members, each Member in good standing per Article IV, herein, may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of eleven (11) months, unless otherwise stated in the proxy, and every proxy shall automatically cease upon sale by the Member of their home or other interest in The Properties.

Article XV

Books and Papers

The books, records and papers of the Association shall, at all times and during reasonable business hours, be subject to the inspection of any Member. There is to be at least one member of the board present during inspection. No books, records, or papers may leave the office. Personal financial records may not be viewed except those related to the Member making the inspection.

Article XVI

Amendments

Section 1. These Bylaws may be amended as provided in the Charter, provided that, any matter stated herein to be, or which is in fact governed by the Charter of this Association, the Declaration of Covenants and Restrictions applicable to The Properties or applicable laws may not be amended except as provided in said Charter, Declaration of Covenants and Restrictions, or applicable laws.

Section 2. In the case of any conflict between the Charter and these Bylaws, the Charter shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions applicable to The Properties referred to in Article III, Section 2 of these Bylaws, the Declaration of Covenants and Restrictions shall control.

These Bylaws were duly adopted by the Incorporators and the Board of Directors at their Organizational Meetings duly held on June 1988 and revised

by the Board of Directors at their Organization Meeting duly held on March 9, 2023.

In witness whereof, that Association has caused this instrument to be executed by its President and Secretary duly authorized.

**CUMBERLAND LAKES AT CUMBERLAND
COVE UNIT 201 POPERTY OWNERS'
ASSOCIATION, INC.**

BY: _____

Michael J. Perkowski President

ATTEST:

Lauren Greber Secretary

Cross Reference Index

- 1.** Declaration of Covenants and Restrictions, Section 1
- 2.** Charter, Article IV and Declaration of Covenants and Restrictions, Sections 1.14 and 4.1
- 3.** Declaration of Covenants and Restrictions, Section 5
- 4.** Charter, Article XII and Declaration of Covenants and Restrictions, Section 4.2
- 5.** Declaration of Covenants and Restrictions, Section 3
- 6.** Charter, Article XV and Declaration of Covenants and Restrictions
- 7.** Charter, Article XIII and Declaration of Covenants and Restrictions
- 8.** Charter, Article XIV and Declaration of Covenants and Restrictions
- 9.** Charter, Article III and Declaration of Covenants and Restrictions, Section 3
- 10.** Declaration of Covenants and Restrictions, Section 4.6
- 11.** Declaration of Covenants and Restrictions, Section 1
- 12.** Charter, Article IX
- 13.** Declaration of Covenants and Restrictions, Section 1
- 14.** Declaration of Covenants and Restrictions, Section 5
- 15.** Charter, Article XXI
- 16.** Declaration of Covenants and Restrictions, Section 10
- 17.** Charter, Article XVII
- 18.** Charter, Article XXI