

BYLAWS

Kingston Pike-Sequoyah Hills Association

ARTICLE I - NAME

The name of the organization shall be the Kingston Pike-Sequoyah Hills Association, hereinafter sometimes called the Association.

ARTICLE II - PURPOSE

The purposes of the Association are:

To be operated exclusively for charitable and educational purposes, in the interest of maintaining and improving the residential qualities of the Kingston Pike-Sequoyah Hills community and those adjacent thereto in Knoxville, Tennessee; these purposes include, but are not limited to, the following specific purposes:

- a. Encouraging neighborly communication and cooperative action among the residents of the community;
- b. Encouraging all residents to participate in promoting community pride and improvements;
- c. Promoting beautification of the community;
- d. Cooperating with governmental units and other civic organizations to further community interests and with other associations having similar aims and purposes; Kingston Pike-Sequoyah Hills Association
- e. Maintaining the integrity of the "Scenic Highway" concept and promoting appropriate zoning and deed restrictions for the Kingston Pike, Sequoyah Hills and adjacent areas, in Knoxville, Tennessee;
- f. Discouraging commercial or industrial encroachment, opposing community deterioration and the further development of multi-family dwellings;

- g. Cooperating with police, sheriff, fire department, law enforcement agencies, and others to encourage observance, development, and practice of optimum security, safety, health, and sanitary practices throughout the community;
- h. Researching, recording, and promoting interest in the history of the community;
- i. Promoting development and maintenance of public parks in the community consistent with community standards;
- j. Promoting maintenance and improvement of public schools and libraries in the community;
- k. Adopting by-laws to carry out the purposes of this corporation, including provisions relating to the territorial limits of the Kingston Pike, Sequoyah Hills community; requirements for membership, financing, and general procedures for operating and administering the corporate business.

ARTICLE III - GEOGRAPHIC AREA

The geographic area of the Association will have an eastern boundary of Neyland Drive/Concord Street; a northern boundary of the Norfolk and Southern Railroad tracks; a southern boundary of the Tennessee River aka Fort Loudoun Lake; a northwestern boundary of the eastern border of Western Plaza and a southwestern boundary extending to include all properties between the Tennessee River and the south side of Lyons View Pike until its terminus at Northshore Drive and all properties facing the north side of Lyons View Pike together with the entire Lyons Head development.

ARTICLE IV - MEMBERSHIP

The membership of the Association will consist of three classes: (a) individual; (b) corporate; and (c) honorary. The classes of membership are defined as follows:

- a. Individual members will consist of all dues paying households within the geographic area. Each household will have one vote.
- b. Corporate members will consist of corporations doing business within the geographic area who have paid the annual corporate membership fee. Corporate members will have no voting status.
- c. Honorary members will consist of non-residents of the geographic area who have been voted as honorary members by the Board of Directors. Honorary members will have no voting status.

ARTICLE V - DUES AND CHARGES

All individual and corporate members will pay annual dues. The amount of the annual dues will be set by the Board of Directors.

Members who are delinquent in paying their dues shall forfeit their membership and any and all rights of said membership. There shall be no dues refunds.

Additional charges will be levied as needed for special occasions. The amount of these charges shall be set by the appropriate committee upon the approval of the Board of Directors.

ARTICLE VI-OFFICERS

Section 1. Personnel

The officers of this Association shall be a President, 1st Vice-President, 2nd Vice - President, Secretary, and Treasurer and such other officers as the Board of Directors shall determine to be necessary or beneficial for the transaction of the business of the Association.

Section 2. Nomination, Election, and Term

The Nominating Committee shall present a single slate for each office to be filled. Nominations also may be made from the membership at the business meeting. The election will be conducted at the annual business meeting. A majority of the votes cast for each office will be necessary for an individual to be elected.

The officers shall be elected for 1 year terms.

The term of office shall be from the date of the annual business meeting at which such officer is elected until the annual business meeting at which such officer's successor is elected.

Section 3. Duties

The powers and duties of the officers shall be as follows:

a. President

The President shall be the chief executive officer of the Association; shall preside at all membership meetings of the Association and the Board of Directors; and shall be a member ex-officio of all committees. The President shall serve as an ex-officio member of the Nominating Committee as relates to

procedures of policy only. The President, with the approval of the Board of Directors, shall appoint other committees not otherwise provided for and assign their duties.

b. First Vice-President

The 1st Vice-President shall assist the President, assume the duties of the President in the President's absence, and serve as an ex-officio member of all committees except the Nominating Committee. The 1st Vice-President may conduct Board of Directors, and Annual Meetings as assigned by the President.

c. Second Vice-President

The 2nd Vice-President shall assist the President and 1st Vice-President, assume the duties of the President in the absence of both the President and the 1st Vice-President. The 2nd Vice-President may conduct Board of Directors, and Annual Meetings as assigned by the President.

d. Treasurer

The Treasurer shall be the chief financial officer of the Association, be custodian of the funds; be responsible for payments of bills; shall collect all dues and assessments; and shall be chair of the Finance Committee.

e. Secretary

The Secretary shall conduct the internal and external correspondence of the Association, shall oversee Board of Directors, and Annual Meeting minutes, shall distribute agendas for meetings, shall notify Board members of meetings and shall work with the Membership and Communications Committee.

Section 4. Resignation, Removal, and Vacancies

a. Resignation

A request for resignation shall be made in writing to the Secretary and shall be granted upon a majority approval of the Board of Directors.

b. Removal

An officer may be removed upon a vote of seventy-five percent (75%) of the Board of Directors. The officer shall be notified in writing of his or her removal from office.

c. Vacancies

The President shall appoint a temporary replacement for any vacancies. A permanent replacement will be elected at the next Annual Meeting of the Association.

ARTICLE VII- BOARD OF DIRECTORS

Section 1. Personnel

The Board of Directors shall consist of the officers of the Association, the chairs of the standing committees, and up to three at large members either elected by the membership or selected upon a majority vote of the Board of Directors. It is the intent of the Association that a majority of the Board of Directors be elected by the membership and at no time shall more than one half of the Board of Directors be made up of persons who serve solely as a result of their appointment by the Board to the position of officer, standing committee chair, or at large member.

Section 2. Duties and Term

The Board of Directors shall have general charge and control of the affairs, funds, and properties of the Association. It shall present to the membership all proposed major program activities for ratification. In respect to the questions regarding the interpretation of the Bylaws, the decision of the Board shall control and be final.

Terms of the Board of Directors shall be determined by the office each member holds.

Section 3. Resignation, Removal, and Vacancies.

a. Resignation

A request for resignation shall be made in writing to the Secretary and shall be granted by a majority approval of the Board of Directors.

b. Removal

A member of the Board of Directors may be removed upon a vote of seventy-five percent (75%) of the Board of Directors. The Board member shall be notified in writing of the removal.

c. Vacancies.

The Board of Directors shall appoint a temporary replacement for any vacancies. A permanent replacement will be elected at the next Annual Meeting of the Association.

Section 4. Meetings

The Board of Directors shall hold monthly meetings. Special meetings may be called by the President or upon written request of 1/3 of the Board of Directors. Notice of the time and place of each meeting shall be given to each member of the Board.

Any meeting may be held by conference telephone or other communications equipment, as long as all Directors participating in the meeting can communicate with one another. All such Directors shall be deemed to be present in person at such meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees

Standing Committees are those whose activities are continuing in the purpose of the Association. They may be created or dissolved according to the needs of the Association.

- a. **Membership Committee**
There shall be a Membership Committee whose members are appointed by the Chair. The functions of the Committee will be to acquire members for the Association, and address member needs.
- b. **Historical Committee**
There shall be a Historical Committee whose members are appointed by the Chair. The functions will be to investigate and research the history of the defined geographic area of the Association and to assist in the communication of that information to the members and to the general public.
- c. **Annual and Special Events Committee**
There shall be an Annual and Special Events Committee whose members are appointed by the Chair. The functions of the Committee will be to assess the need and advisability of any special events of the Association, to sponsor and manage any annual and special events, and to assist in the communication of these events to the members.
- d. **Beautification and Memorial Trees Committee**
There shall be a Beautification and Memorial Trees Committee whose members are appointed by the Chair. The functions of the Committee will be to improve the visual quality and physical appearance of the community and to manage the Association's Memorial Tree Program.
- e. **Nominating Committee**
There shall be a Nominating Committee whose members are appointed by the

Chair. The principal function of the Committee will be to prepare a slate of candidates for election to various elective offices of the Association.

f. Government Liaison Committee

There shall be a Government Liaison Committee whose members are appointed by the Chair. The functions of the Committee will be to keep abreast of any zoning, use-on-review, etc. requests for the defined geographic area of the Association; any changes of the laws affecting the zoning or use of property in the defined geographic area of the Association, and to communicate this information to the members. To the extent issues related to parks within the geographic area of the Association do not fall within the subject matter area assigned to the other Committees, the Government Liaison Committee will also keep abreast of any changes or developments concerning the parks and communicate this information to the members.

g. Finance Committee

There shall be a Finance Committee whose members are appointed by the Chair. The Chairperson shall be the Treasurer of the Association. The purpose shall be to advise the Board of Directors of all matters relating to the finances of the Association.

h. Schools and Libraries Committee

There shall be a Schools and Libraries Committee whose members are appointed by the Chair. The function of the Committee will be to keep abreast of school activities, proposed changes, etc. and to provide liaison between the Association, the schools and the Knox County Board of Education, and to communicate this information to the members. The Committee will also keep informed of library activities and provide liaison between the Association, the libraries, and the Knox County Library Board.

i. Neighborhood Watch

There shall also be a Neighborhood Watch Committee whose members are appointed by the Chair. The function of the Committee will be to sponsor and coordinate the Neighborhood Watch program and act as a liaison with the Knoxville Police Department with regard to such program and with regard to public safety and security issues in general.

j. Overlay Committee

There shall also be an Overlay Committee whose members are appointed by the Chair. The function of the Committee will be to educate members regarding overlays and to coordinate and promote the adoption of overlays where appropriate.

k. Communications Committee

There shall be a Communications Committee whose members are appointed by the Chair. The functions of the Committee will be to provide

communication, including newsletters, etc., to the members and to the residents of the geographic area.

Section 2. Special Committees

Special committees shall be appointed by the President with the approval of the Board of Directors. The Board of Directors shall determine the powers of the committee and the term of the committee's appointment.

ARTICLE IX- MEETINGS

The Association will have an annual business meeting each year in April. Election of Officers and members of the Board of Directors will be conducted at this meeting. Any other business that the Board of Directors believes need to be brought before the entire membership will also be conducted at this time. The term of service for all positions filled at the Annual Business Meeting will begin immediately upon the close of such meeting.

Other meetings shall be held at the discretion of the Board of Directors or upon written request of 10% of the Individual Members of the Association. Place of meetings shall be determined by the Board of Directors. Attempts shall be made to notify all members of any scheduled or special meetings by mail, telephone or electronic means.

ARTICLE X- FISCAL POLICIES

Section 1. Fiscal Year

The Fiscal Year (and the membership year) shall be from January 1 through December 31.

Section 2. Bonding

Any members handling Association monies shall be bonded.

Section 3. Dissolution

In the event of the dissolution of the Kingston Pike-Sequoyah Hills Association, its assets will be distributed to other charitable associations as directed by the Board of Directors.

ARTICLE XI - RULES OF ORDER, AMENDMENTS, VOTING, AND QUORUMS

Section 1. Rules of Order

All meetings of the Association and its committees will be conducted following Roberts Rules of Order.

Section 2. Amendments

Any amendment to these Bylaws must be approved at two consecutive meetings of the Board of Directors. A copy of the proposed amendment shall be distributed to the Board of Directors at least one week prior to the initial vote.

Section 3. Voting

Only Individual Members who have paid their dues for the current year are eligible to vote. Voting by proxy shall not be permitted by the Association.

Section 4. Quorums

- a. Board of Directors
Five members of the Board of Directors shall constitute a quorum.
- b. Membership
Ten percent of the Individual Members shall constitute a quorum.

These bylaws were adopted June 6, 1985 and amended March 2, 2009.