


*Nick McBride*  
Register of Deeds  
Knox County

THIS INSTRUMENT IS PREPARED BY:  
S. David Lipsey, Esquire  
Lipsey, Morrison, Waller & Lipsey, P.C.  
1430 Island Home Avenue  
Knoxville, TN 37920

  
Knox County, TN Page: 1 of 11  
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RECORD FEE: \$57.00 T20220047462  
M. TAX: \$0.00 T. TAX: \$0.00  
**202209130016808**

**AMENDED AND RESTATED BY-LAWS  
OF  
FOX RUN HOMEOWNERS ASSOCIATION, INC.**

These Amended and Restated By-Laws of Fox Run Homeowners Association, Inc., are made and executed on this 8<sup>th</sup> day of September, 2022, by the Fox Run Homeowners Association, Inc. (hereinafter referred to as "Association").

WITNESSETH

WHEREAS, the By-Laws of Fox Run Homeowners Association, Inc., as revised July 19, 2013, provide at Article XIII that the By-Laws may be amended, at a regular or special meeting of the members after prior notice to all members of the meeting and proposed amendment, by a two-thirds ( $\frac{2}{3}$ ) majority of the votes cast by members present in person or by proxy;

WHEREAS, pursuant to Article III, Section 4, of the By-Laws, the presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third ( $\frac{1}{3}$ ) of the combined votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws;

WHEREAS, the Board of Directors of the Association, having determined that an amendment to the By-Laws was appropriate and necessary to update and bring the By-Laws into conformity with certain proposed amendments to the Declaration of Covenants, Conditions and Restrictions, formed a committee (hereinafter the "Committee") to review, research, and propose amendments to the By-Laws;

WHEREAS, the Board of Directors and Committee developed proposed amendments to the By-Laws, published the proposed amendments to the members of the Association, and sent notice to the members of a Special Meeting to be held for the purpose of voting on the proposed amendments to the By-Laws;

WHEREAS, prior to the Special Meeting, the Board of Directors opened a forum for residents to submit questions regarding the proposed amendments, both in person at Scheduled Q&A meetings and through e-mail, to which the Board published its responses on the Association's website for the benefit of all members;

WHEREAS, a Special Meeting was held on August 2, 2022, for the purpose of voting on the proposed amendments to the By-Laws; and

WHEREAS, the requirement of a quorum was satisfied and more than two-thirds ( $\frac{2}{3}$ ) of the members present at the Special Meeting, in person or by proxy, voted in favor the proposed amendments to the By-Laws.

NOW THEREFORE, the Association amends and restates the By-Laws as follows:

## **ARTICLE I**

### **NAME AND LOCATION**

The name of the corporation is FOX RUN HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 12804 Norden Drive, Knoxville, Tennessee 37934, but meetings of Members and Directors may be held at such places within the State of Tennessee, County of Knox, as may be designated by the Board of Directors.

## **ARTICLE II**

### **DEFINITIONS**

In addition to other definitions herein provided and except where it is clearly evident from the context that a different meaning is intended, the following terms shall have the following meanings when used in these By-Laws.

- a) "Association" shall mean and refer to the Fox Run Homeowners Association, Inc., its successors, and assigns.
- b) "Assessment" means such amounts as are required and collected by the Association for payment of the expenses of owning, managing, and maintaining the Common Properties and levied against the Owners by the Association in accordance herewith.
- c) "Board of Directors" shall mean and refer to the Board of Directors of Fox Run Homeowners Association.
- d) "Common Properties" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.
- e) "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restriction for Fox Run Subdivision applicable to the Properties recorded in the Office of the Register of Deeds for Knox County, Tennessee.
- f) "Director" shall mean and refer to a Member of the Board of Directors of Fox Run Homeowners Association.
- g) "Lot" shall mean and refer to all numbered residential Lots as shown on the recorded subdivision map of The Properties designated for use as residential lots by the Declaration or any Supplemental Declaration.
- h) "Owner or Member" shall mean and refer to the record owners, whether one or more persons or entities of the fee simple title to any Lot situated within The Properties but shall not mean or refer to any mortgagee or secured creditor unless and until such mortgagee or

secured creditor has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

- i) "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions for Fox Run, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

### **ARTICLE III**

#### **MEETING OF MEMBERS**

**Section 1. Regular Annual Meetings.** The Association shall hold an annual meeting of its Members the second Tuesday of June every year ("Annual Meeting"). The Board has authority to schedule the Annual Meeting within thirty (30) days prior to or subsequent to such date provided Notice is given as set forth below.

**Section 2. Special Meetings.** Special meetings of the Members may be called at any time by:

- a) the President of the Board of Directors or;
- b) by the Board of Directors or;
- c) upon written request of Members of the Association representing at least one fourth (1/4) of all votes entitled to be cast at such meeting. Such written request shall be delivered to the Board and shall state the purpose of such meeting and the matters proposed to be acted upon.

**Section 3. Notice of Meetings.** Written notice of each Annual and Special Meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by delivering or emailing a copy of such notice at least 30 days but not more than 60 days before such meeting to each Member entitled to vote thereat, addressed to the Members' address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

**Section 4. Quorum.** A quorum at any meeting shall consist of persons entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the entire membership. However, if such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

**Section 5. Proxies.** Proxy ballots shall be permitted with respect to all elections of Directors, and all votes on amendments to the Charter, the Declaration, or these By-Laws, or any other matter which is to come before a meeting of the Members of the Association, except as where expressly prohibited. Any Owner may designate a proxy in writing, signed by the individual Lot Owner in the case of joint owners, as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot), or by his / her or her duly authorized representative and delivered to the Secretary of the Association, or such other Director as the President may designate, at least twenty -four (24) hours prior to the commencement of the meeting at which ballots are to be cast. Each proxy expires with the conclusion of the associated meeting. The designation of a

proxy may be by hardcopy or e-mail, in which case an electronic signature is sufficient to appoint a proxy.

## ARTICLE IV

### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

**Section 1. Number.** The affairs of this Association shall be managed by a Board of at least five (5) but not more than eleven (11) Directors, who shall be Members of the Association and residents of Fox Run. The Board shall determine the number of Directors. The Directors shall be Owners; provided that if an Owner is a corporation, partnership, trust, or other entity other than a natural person(s) then any shareholder, member, partner, owner, officer, beneficiary, individual trustee, or manager of such legal entity shall be eligible to serve as a Director provided the individual is also a resident of the Fox Run Neighborhood.

**Section 2. Term of Office.** At each Annual Meeting the Members shall elect Directors to fill the vacancy of Directors whose terms are then expiring for a term of three years. Each year of a Director's term shall run from July 1 (or in the event of an election at an Annual Meeting held after June 1, from the date of such election) through - June 30 of the subsequent year.

**Section 3. Term Limits.** A Director may serve for two (2) consecutive terms of three (3) years. After the conclusion of the second of the two (2) terms, the Member shall not be eligible to be a candidate for the Board of Directors for two (2) years. The Board has the authority to adjust term length to ensure continuity of knowledge and ensure uniform rotation of Directors. The Board of Directors shall have the authority to vote to extend a Director's term for one (1) more year for a special circumstance.

**Section 4. Removal.** Any Director may be removed from the Board, with cause, by 2/3 majority vote of the remaining Directors. No proxy votes are allowed in this situation.

**Section 5. Vacancy.** In the event of death, resignation or removal of a Director, the successor shall be selected by a majority of the remaining Members of the Board and shall serve for the unexpired term of his / her predecessor. Nominees of the previous election shall be considered first by the Board prior to filling the vacancy.

**Section 6. Compensation.** No Director shall receive compensation for any service he or she may render to the Association in his / her capacity as a Director. However, any Director may be reimbursed for his / her actual expenses incurred in the performance of his / her duties.

**Section 7. Action Taken Without a Meeting.** The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors consistent with applicable law. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V

### NOMINATION AND ELECTION OF DIRECTORS

**Section 1. Nominating Petition** – Candidates for the Board of Directors of the Association shall

qualify to appear on the official ballot by delivering a completed Nominating Petition and questionnaire to the chairperson of the Nominating Committee. No Member shall be eligible to be a candidate to serve on the Board unless such person has been a Member of the Association for at least one year preceding the election. Nominating Petition and questionnaire forms will be made available by the Nominating Committee Chairperson no less than sixty (60) days prior to the Annual Meeting and are due by 7 pm eastern prevailing time, thirty (30) days before the Annual Meeting. Nominating Petitions shall be signed by the candidate and ten (10) or more Members. Only one Member per Lot is permitted to sign a Nominating Petition (i.e., multiple Members who own the same lot cannot sign a candidate's petition). The Members signing the Nominating Petition shall be in good standing with the Association and a resident of Fox Run and must include the address of the Member's residence in order for that Member's signature to be counted.

**Section 2. Nominating Petitions – Form.** Nominating Petitions shall be in substantially the following form:

*We, the undersigned Members of Fox Run Homeowners Association, "the Association" hereby nominate (name) \_\_\_\_\_, (address) \_\_\_\_\_ as a candidate for the Board of Directors of the Association to be voted in the election to be held on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_. We request that such candidate's name be printed on the official ballot.*

*TO BE COMPLETED BY CANDIDATE*

*I hereby direct that my name appear on the official ballot as follows:*

**Section 3. Nominating Committee.** The process for election of the Board of Directors shall be overseen by a Nominating Committee. The Nominating Committee shall consist of a Chairperson, who shall be a Member of the Board of Directors, and two or more Members of the Association who are not Directors. The Nominating Committee will review the Nominating Petition and completed questionnaires and interview the qualified candidates. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

**Section 4. Election.** An election to the Board of Directors shall be held at the Annual Meeting. Election to the Board of Directors shall be by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. The Board of Directors will fill any vacancies not filled at the election. Such vacancies will be filled for a term of one year at which point this vacancy will be open for election again.

## ARTICLE VI

### MEETING OF DIRECTORS

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board.

**Section 2. Special Meetings.** Special meetings of the Board of Directors shall be held:

- a) when called by the President of the Association or;
- b) by any two Directors, after not less than three (3) days' notice to each Director.

**Section 3. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VII**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do or cause to be done all acts and things authorized by and pursuant to the Declaration, Articles or these Bylaws which are not reserved exclusively to the Members or the membership generally, and which are not contrary to the Bylaws or Declarations.

In addition, the Board of Directors shall have the powers to establish policies relating to, and shall be responsible for, performing, or causing to be performed the following, in way of explanation, but not limited to:

- a) Provide for the operation, maintenance, care, and upkeep of all of the Common Properties property:
  - 1) Adopt, amend, 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, and to establish penalties for the infraction.
  - 2) Make or contract for the making of repairs, additions, and improvements to or alterations of the Common Properties in accordance with the other provisions of the Declarations and these Bylaws as needed or as a result from damage or destruction by fire, weather or other casualty.
- b) Ensure the Association and Members' compliance with the By-Laws, Declaration and other governing documents and:
  - 1) elect officers, appoint committees and to delegate to such committees the Board's authority to carry out certain duties of the Board;
  - 2) enforce by legal means the provisions of the By-Laws and Declaration and Bylaws of the Association with respect to property, rules, regulations, assessments, and fines;
  - 3) employ attorneys to represent the Association as deemed necessary;
  - 4) suspend the voting rights and right to use the recreational facilities and Common Properties, and to file liens against any lot of a Member during any period in which such Member shall be in default in the payment of any assessment or fine levied by the Association;
  - 5) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;

- 6) declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
  - 7) employ a manager, or independent contractor, or such other employees as they deem necessary, and to prescribe their duties.
- c) Manage and conduct the financial business of the Association including:
- 1) Collect all Annual, Capital Improvement, Transfer, and Compliance Assessments, fines and invoices, deposit the proceeds thereof in a bank depository which it shall approve and use the proceeds to operate the Association; provided, any reserve fund may be deposited in the best business judgement of the Board of Directors, in depositories other than banks.
  - 2) Open bank accounts on behalf of the Association and designate the signatories required.
  - 3) Estimate the amount of, prepare, adopt and distribute the budget for the Association not less frequently than annually; provide the manner of assessing, levying and collecting from the owners the annual, special and compliance Assessments.

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

- a) 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 the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b) supervise all officers, agents, and contractors and volunteers of this Association, and to see that their duties are properly performed;
- c) as more fully provided in the Declaration to:
  - 1) fix the amount of the annual Assessment against each Lot at least thirty (30) days in advance of each annual Assessment period;
  - 2) send written and / or electronic notice of each annual or special Assessment to every Owner subject thereto at least thirty (30) days in advance of due date for the Assessment;
  - 3) develop and maintain a five-year budget which projects the non-routine expenses beyond the normal operating expenses. This five-year budget will be updated at least annually and will be used to establish and maintain a capital improvement reserve;
  - 4) send written and / or electronic notice of fines or collection invoices for property maintenance to Owner with 30-day payment notice;
  - 5) foreclose the lien against any Properties for which Annual, Capital Improvement and Compliance Assessments, fines or invoices are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same, if such action is appropriate in the discretion of the Board of Directors;

- 6) issue, or to cause an appropriate Officer to issue, upon demand by any person, a certificate setting forth whether or not any Assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If any certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- 7) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- 8) exercise a draw on a non-collateral line of credit only with the majority approval of the Board of Directors in advance of the draw;
- 9) obtain majority approval of the Members before any loan or financial instrument against which Common Property is used as collateral;
- 10) cause all officers or volunteers having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate;
- 11) cause the Common Properties to be maintained;
- 12) cause the Lots, including but not limited to the exterior of Members' dwellings, yards and landscaping to be maintained; and
- 13) manage the affairs of the Association.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president, vice-president, secretary, and a treasurer who at such time shall be Directors.

**Section 2. Election of Officers.** The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members. The Director elected to serve as President must have at least one year of experience on the Board.

**Section 3. Term.** The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**Section 4. Special Appointments.** The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignation and Removal.** Any officer may be removed from office with cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Vacancies.** A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.



**Section 7. Multiple Offices.** No person shall hold more than one of the offices listed in Section 8 below.

**Section 8. Duties.** The duties of the officers are as follows:

- a) **President** - the president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.
- b) **Vice President** - the vice president shall act in the place and stead of the president in the event of his / her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him / her by the Board.
- c) **Secretary** - the secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses and shall perform such other duties as required by the Board or the office of the secretary.
- d) **Treasurer** - 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; shall sign all promissory notes of the Association; keep proper books of account; cause an annual financial review of the Association books to be made by an Association resident not serving on the Board, but approved by a majority of the Board, at the completion of each fiscal year, shall follow the financial protocols developed by the Board; and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and make available a copy of each to the Members.

## **ARTICLE IX**

### **COMMITTEES**

The Board of Directors may appoint committees as deemed appropriate in carrying out its purpose. One Director of the Board shall serve on each committee created.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall be subject to inspection by any Member upon reasonable notice to the Secretary of the Association to ensure transparency of the conduct of the Association's business. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available on-line on the Fox Run website. A paper copy is available on request and at a reasonable cost to the Owner / Member.

The annual budget will be posted on the Fox Run website.

**ARTICLE XI**  
**ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay Assessments, including, but not limited to, Annual, Capital Improvement and/or Compliance Assessments, which are secured by a continuing lien upon the Lot owned by the Member obligated to pay such Assessment. Any Assessments, including Annual, Capital Improvement and Compliance Assessments, which are not paid when due shall be delinquent. If an Assessment is not paid within thirty (30) days after the due date, the Assessment shall bear a late fee set annually by the Board of Directors and will be levied monthly, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such Assessment. No Owner may waive or otherwise escape liability for the Assessments provided for herein by non-use of the Common Properties or abandonment of this Lot.

**ARTICLE XII**  
**NO CORPORATE SEAL**

The Association shall not have a corporate seal.

**ARTICLE XIII**  
**AMENDMENTS**

**Section 1.** These By-Laws may be amended, at a regular or special meeting of the Members at which a quorum is present, after prior notice to all Members of the meeting and proposed amendment, by a two-thirds (2/3) majority of the votes cast by Members present in person or by proxy.

**Section 2.** In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.


**ARTICLE XIV**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year. Annual homeowner assessments will be due on 1 July of each fiscal year. All payments not received by 31 July of each fiscal year will be considered delinquent and subject to late fees as described in Article XI.

IN WITNESS WHEREOF, the undersigned has executed has this instrument on the date first written above.

FOX RUN HOMEOWNERS  
ASSOCIATION, INC.



By:   
Jim Bolon

Its: President Directors

STATE OF TENNESSEE  
COUNTY OF KNOX

Personally appeared before me the undersigned authority, a Notary Public in and for said County and State, Jim Bolon, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who upon oath acknowledges himself to be the President of the Board of Directors of Fox Run Homeowners Association, Inc., a corporation, and who acknowledged that he being authorized so to do, executed this foregoing instrument as such President for the purposes therein contained.

Witness my hand and official seal this 8<sup>th</sup> day of September, 2022.

  
NOTARY PUBLIC

My Commission Expires:

7-26-23



Nick McBride

Knox County

# CUSTOMER RECEIPT - RECORDING SERVICES

Receipt Number: T20220047462 Customer: LIPSEY MORRISON ATTORNEYS

Date/Time: 9/13/2022 3:12:15 PM

Method Received: WalkIn

Clerk: CINDY

Mail Envelope Provided  
LIPSEY MORRISON ATTORNEYS  
1430 ISLAND HOME AVE  
KNOXVILLE TN 37920

## Transaction Detail

Instrument Number	Instrument Type	Gen. Fee	Equip. Fee	Transfer Tax	Mortgage Tax	Copy	Cert. Copy	Copy Fee	#Pgs	Consideration	Subtotal	
202209130016808	WAG	\$55.00	\$2.00	\$0.00	\$0.00	N	N	\$0.00	11	\$0.00	\$57.00	
<b>First Party Name</b> FOX RUN HOMEOWNERS ASSOCIATION INC												
<b>PAYMENT INFORMATION</b>												
<b>Method of Payment</b> Check Payment		<b>Payment Control ID</b> 83418		<b>Authorized Agent</b>								<b>Amount</b> \$57.00

AMOUNT PAID: \$57.00  
 LESS AMOUNT DUE: \$57.00  
 CHANGE RECEIVED: \$0.00