AMENDMENTS TO NOVEMBER 11, 2011 SCTA BY-LAWS

ADOPTED: May 6, 2020 Board Meeting: 8 board members approved (Laurie LeRoy, Samantha Perry, April Johnson, Lloyd Hayes, Sue Bertch, Linder Powell, Becky Osmun, Daniel Johnson) 1 did not vote (absent-Craig Fletcher)

Addition to Article 1. Members

1. ***Section 1. Annual Meeting***

(a) "This amendment will expire on December 31, 2020. Due to restrictions placed by the state of Tennessee concerning gatherings of more than 10 persons, the annual member meeting scheduled for May 24, 2020 will be delayed until the restrictions are lifted/modified to allow for a meeting. The members will be given at least 10 days prior notification for a meeting date. If at all possible, the reschedule date will occur on a holiday weekend (4th of July, Labor Day, or Columbus Day) to allow for maximum attendance. If the restrictions are not lifted prior to November 1, 2020, there will be no meeting required for the year 2020."
Note: The election for Board of Director positions will be conducted by mail out ballot.

ADOPTED: July 1, 2023 E-Mail Vote: Unanimous 9-0 (Samantha Perry, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Laurie LeRoy, Daniel Johnson, Monica Quarmby, Jim Kiely, Robin Vose)

Article 1. Members

2. ***Section 2. Special Meetings***

Sentence 2 changed to "Such meetings may be called at any time by the board of directors or by the holders of at least 30 percent (30%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. "

Note: Changed from 10% to 30%.

ADOPTED: December 29, 2023 E-Mail Vote: Unanimous 9-0 (Samantha Perry, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Laurie LeRoy, Daniel Johnson, Monica Quarmby, Marilyn Spoon, Robin Vose)

Article I Members

3. ***Section 5. Record Date***

Sentence changed to: For the purpose of determining members entitled to notice of any meeting, to vote on any matter, or to vote at any meeting:

4-6 Added (a), (b), (c)

(a) Grace Period: All memberships will be granted a "grace period" to pay their dues with membership and voting rights extended according to the class of membership until mid-night of March 31.
(b) Voting - Annual membership meeting: Dues for the current year must be received by midnight of April 15 to be eligible to vote for the board of directors or other matters presented at the annual membership general meeting, according to the class of membership. Payment must be post marked, electronically date stamped, or personally delivered to any board member by midnight of April 15th.
(c) Voting – All other meetings or matters: With the exception of the annual membership meeting/board of director elections, any member of record ten (10) days prior to the meeting shall be eligible for notice of a meeting, or to
(d) vote on any matter according to the class of membership.

Updated as of: Nov. 10, 2026 Includes 36 Amendments and correction make for typo in #26

AMENDMENTS TO NOVEMBER 11, 2011 SCTA BY-LAWS

ADOPTED: February 28, 2024 E-Mail Vote: Unanimous 9-0 (Samantha Perry, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Laurie LeRoy, Daniel Johnson, Monica Quarmby, Marilyn Spoon, Robin Vose)

Article I. Members

7. Section 1. Annual Meeting

Sentences 1 and 2 changed to: A meeting of members shall be held each year during Memorial Day weekend in May. This annual meeting shall be held at the location and at such time as determined by the board of directors.

ADOPTED: March 3, 2025 Board Meeting 8 Board Members Approved (Laurie LeRoy, Marilyn Spoon, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Monica Quarmby, April Johnson, Daniel Johnson). 1 did not vote (absent-Samantha Perry)

Article II Board of Directors

8. Section 3. Election

Sentence 2 changed to: The election is held during the annual members' meeting held each year during Memorial Day weekend in May.

Article V. Miscellaneous

9. Section 1 Report to Members

Sentence 2 changed to: The report shall include a full year profit and loss statement and the year end closing bank account balance for the fiscal year.

Article 1. Members

Section 10 Voting

10. Section 10 to be renamed to: Membership and Voting

11. Change sentence 1 to: Voting rights shall be accorded as follows: Each membership shall have one vote per open board position, or matter presented.

12. ADD: Cumulative voting is not allowed. Definition: Adding together the number of votes entitled to be cast for open board positions or other matters presented upon which they are entitled to vote, and casting the product for a single candidate.

Section 9 Classes of Members

13-15. ADD (f) Restrictions

(1) A member must be at least 18 years of age.
(2) A commercial membership (classes B and D) must be verifiable as a valid corporation/registered business.
(3) A membership or any voting right arising therefrom cannot be transferred except as defined by written proxy. (see article I section 8)

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AMENDMENTS TO NOVEMBER 11, 2011 SCTA BY-LAWS

ADOPTED: June 9, 2025 Board Meeting Unanimous: (Laurie LeRoy, Marilyn Spoon, Karen Wappelhorst, Cindy Stedman, Terry Stedman, Monica Quarmby, April Johnson, Daniel Johnson, Samantha Perry)

Article I Members

16. Section 9 Member Classes

Rename to: Membership Classes and Membership Types

17. ADD: Section 13 Membership Types

18-21. ADD under Membership Types: The corporation will always maintain standard memberships. In addition, the board may establish other membership types.

(a) Standard membership: valid for the year of application with payment received, plus the grace period. NOTE: Early Application with payment may be submitted no earlier than Oct. 1st for the upcoming calendar year.
(b) Lifetime membership: valid for the lifetime of the member, or may be cancelled at the member's request.
(c) Complimentary membership: Designated for new Spruce Creek property owners during their first year of ownership. Complimentary membership will be valid for the calendar year received, plus the grace period.

Article II Board of Directors

Section 6 Vacancies

22. Change item (a) (4) to: The board of directors declares vacant the office of a director who does not accept the office and/or attend the first organizational Board meeting of directors following the election without reasonable excuse.

23. Change item (b) 2nd sentence to: Each director so appointed shall hold office for that position until the next annual Board of Director election held during Memorial Day weekend in May. The instructions, and/or written ballot will indicate the candidates preference to a full or partial term available for election.

Article III Officers

24. Section 1 Enumeration of Officers.

Remove: "An individual officer may serve as both secretary and treasurer."

25. Section 2 Election and Terms of Office

ADD: Officer positions are elected for one-year terms.

26. Section 8 Secretary

Change item (d) to: To keep a register of member information as defined in Article I (Members)

Section 6, membership list.

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AMENDMENTS TO NOVEMBER 11, 2011 SCTA BY-LAWS

ARTICLE II BOARD OF DIRECTORS

SECTION 7 Removal:

27. (a) Replace sentence with: A director or directors may only be removed from the Board, with cause, by written ballot of the membership or by Board action. Causes for removal would include:

(1) Failure to exercise duties in good faith: Board members have the duty to follow governing documents, carry out the mission, and ensure funds are used for lawful purposes.
(2) Failure to exercise duties of care: Board members have a duty to act in a manner that an ordinarily prudent person in a like position would exercise under similar circumstances.
(3) Failure to exercise duties of loyalty: board members have a duty to act in a manner that is in the best interest of the corporation.

Please reference applicable TN not for profit statutes and TN publication: What Every board Member Should Know.

28. (b) Replace sentence with: New directors may be elected by the members for the unexpired terms of directors removed from office at the same meetings at which the removals are voted. If the members fail to elect persons to fill the unexpired terms of removed directors, the terms shall be considered vacancies to be filled by the remaining directors as provided in Article II (Board of Directors) section 6 (vacancies).

29 (c) Removal of director(s) by members: All processes outlined in Article 1, sections 1-8 of these by-laws concerning calling/executing a special meeting shall apply for actions to remove a board member. In addition, the request must clearly state the specific actions/violations under the cause(s) above justifying the removal of a Board member.

(1) The board will investigate the request and determine if the actions cited meet reasonable cause criteria to remove the board member. If additional information is needed by the Board, requests for additional written information, expert consultation or meetings may be called.
(2) When concluded, the Board will provide a written response to the complainants. (3)
(3) If the need to proceed with the removal is confirmed, the Board will prepare a written ballot to be sent to all members. A majority vote of the ballots returned in favor of removal shall be required.

30 (d) Removal of Director(s) by Board: A petition to remove another Board member must be presented and signed by a majority of the Board members. The petition must clearly state the specific actions/violations under the cause(s) above justifying the removal of a Board member.

(1) The Board will appoint 3 board members to investigate the request and determine if the actions cited meet reasonable cause criteria to remove the Board member. The Board may request additional written information, expert consultation or meetings may be called.
(2) When the investigation is concluded, the results will be reviewed by the entire board.
(3) If justified, a 2/3rds majority vote of the directors will be required to remove the Board member. The director(s) subject to removal will not be included in the removal vote.

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AMENDMENTS TO NOVEMBER 11, 2011 SCTA BY-LAWS

ADOPTED: August 19, 2026 Board Meeting (Margret Baznik-Sanders, Travis Day, Karen Wappelhorst, Samantha Perry, Cindy Stedman, Terry Stedman, Daniel Johnson, Marilyn Spoon)

ARTICLE I Members

SECTION 6 Committees

31 Moved recommended committees list from ARTICLE V Miscellaneous to this location under (d)
32 Added separation of statements as (a), (b), (c) for clarity
33 (d) (3) Added "social media & Technology" to Information Committee description
34 (d) Added (5) Membership/Welcoming Committee

ARTICLE II BOARD OF DIRECTORS

SECTION 3 Election

35 Sentence 3 replaced with: If the number of candidates is less than or equal to the number of open board positions, then a ballot election will not be necessary. A voice vote/show of hands of those present will be taken to confirm a non-contested election.

ARTICLE VI AMENDMENTS

36 ADDED: These BYLAWS have been restated to include all changes and amendments approved and adopted through August 19, 2026

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