

**AMENDED AND RESTATED BY-LAWS
OF
VILLAGE GREEN HOMEOWNERS
ASSOCIATION, INC.**

EFFECTIVE, THIS 8th DAY OF January, 2023

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ARTICLE I. DEFINITIONS

- Section 1. "Association" shall mean and refer to the Village Green Homeowners Association, Inc., a non-profit corporation organized and existing under the laws of the State of Tennessee being assigned SOS Control #000086609.
- Section 2. "The Properties" shall mean and refer to the property described in Article 2, Section 1 of the Declaration of Covenants and Restrictions and such other properties as may hereafter become a part of the Village Green Subdivision in Knox County, Tennessee, and whose Owners become Members of this Association, except for multifamily structures as defined in the Covenants and Restrictions under Definitions - Article 1, Section 1 (f).
- Section 3. "Common Properties" shall mean and refer to those areas of land owned by the Association for the common use and enjoyment of the owners of The Properties, pursuant to Article 1 Section 1(c) of the Declaration of Covenants and Restrictions.
- Section 4. All further definitions are as provided in Article 1, Section 1 of the Declaration of Covenants and Restrictions.

ARTICLE II. OFFICES

- Section 1. Offices. The principal office of the Association is 218 West Heritage Drive, Farragut, Tennessee 37934 ("The Clubhouse"), unless changed by the Association, but in all events the principal office shall be located in Knox County, Tennessee. Meetings of the Members of the Association and meetings of the Board of Directors may be held at such place within Knox County as may be designated by the Board of Directors.
- Section 2. Registered Agent. The Registered Agent of the Association shall be a current Director or an attorney retained by the Association for that purpose. The Association has designated and shall continue to have a registered agent in the State of Tennessee. If the Registered Agent resigns or is for any reason unable to perform his/her duties, the Association shall promptly designate another Registered Agent.

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ARTICLE III. MEMBERSHIP AND VOTING RIGHTS

Section 1. Every person or entity who is the Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a Member. Membership shall commence on the date such person or entity becomes the Owner of a fee or undivided fee interest in a Lot. Ownership in fee of one Lot shall entitle the Owner or Owners of said Lot to one vote. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Section 2. All Owners are obligated to pay annual assessments and special assessments levied by the Association in accordance with Article 5 of the Declaration of Covenants and Restrictions.

Section 3. The membership rights and privileges of any person whose interest in The Properties are subject to assessments under Article 5 of the Declaration of Covenants and Restrictions, whether or not he/she be personally obligated to pay such assessments, may be suspended by the action of the Board of Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his/her rights and privileges shall be automatically restored. If the personal conduct of any person thereon is found to be in violation of the Declaration of Covenants and Restrictions, these By-Laws and/or the Rules and Regulations adopted by the Board of Directors, then the Board of Directors, in their sole discretion may suspend the rights and privileges of any such person for a period not to exceed thirty (30) days.

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ARTICLE IV. PROPERTY RIGHTS AND RIGHTS OF USE AND ENJOYMENT OF COMMON PROPERTIES

Every Member shall be entitled to the use and enjoyment of the Common Properties and facilities. Any Member may delegate or share his/her rights of use and enjoyment of the Common Properties and facilities to or with those who reside in the Member's dwelling. Any Member may also delegate to any of the Member's tenants, who reside therein under a leasehold interest, the Member's rights of use and enjoyment of the Common Properties and facilities. Such Member shall notify in writing the Board of Directors of the names of any such tenants. The rights and privileges of all residents and tenants are subject to suspension under Article III, Section 3, of these By-Laws to the same extent as those of a Member.

ARTICLE V. ASSOCIATION PURPOSES AND POWERS

- Section 1. The Association has been organized for the purpose of promoting the health, safety, and general welfare of the residents of Village Green Subdivision in Knox County, Tennessee, and to own, acquire, build, operate, and maintain recreation parks, playgrounds, and including improvements thereon, and otherwise as provided in the Charter of Village Green Homeowners Association, Inc.
- Section 2. The powers and rights of the Association shall be as specified in the Charter of the Village Green Homeowners Association, Inc., and the Declaration of Covenants and Restrictions recorded in the Knox County Register of Deeds Office to which The Properties are subject. Such provisions are incorporated herein as fully and as completely as if specifically set forth.

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ARTICLE VI. BOARD OF DIRECTORS

- Section 1. The affairs of the Association shall be managed by a Board of ten (10) Directors, who must be natural persons and Members of the Association. Ten (10) Directors shall be elected by the Members at the annual meeting for two-year terms. At the discretion of the Board one (1) Director-at-Large may be appointed by the Directors for a one-year term. The terms of office of the ten (10) Directors shall be staggered, so that five are elected each year for two-year terms.
- Section 2. By majority vote, the Members may remove a Director elected by the Members, with or without cause, at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose or one of the purposes of the meeting is to remove a Director. The Members may remove the entire Board of Directors.
- Section 3. The Board may remove a Director appointed by the Board, with or without cause, at any meeting of the Board by a vote of 2/3 of the Directors present and voting. However, if any Director (even one elected by the Members) misses three (3) consecutive Board meetings, then the Board may remove that Director by a vote of the majority of the remaining Directors.
- Section 4. In the event of the death, resignation or removal of a Director, his/her successor shall be selected by a vote of the majority of the remaining Directors and shall serve for the unexpired term of his/her predecessor. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy or vacancies by a vote of the majority of the remaining Directors. If the resignation of a Director is made effective at a later date, the Board may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date.
- Section 5. No Director shall receive compensation for serving on the Board. A Director may receive compensation for other services rendered to the Association, provided by a vote of the majority of the Directors, said compensation is approved. Any Director that may receive compensation shall not vote on said compensation.

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ARTICLE VII. NOMINATION AND ELECTION OF DIRECTORS

- Section 1. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting.
- Section 2. The Nominating Committee shall consist of a Chair, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting to allow them sufficient time to make nominations for all vacancies to be filled by election of the Members at the annual meeting.
- Section 3. 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 individuals corresponding to the number of vacancies to be filled.
- Section 4. Election 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 of Covenants and Restrictions. Cumulative voting is not permitted.

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ARTICLE VIII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors shall have the power:
- A. To call special meetings of the Members whenever it deems necessary, and it shall call a special meeting at any time upon written request of one-tenth (1/10) of the voting Members as provided in Article XI, Section 3;
 - B. To appoint and remove all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever;
 - C. To levy and collect the assessments or charges as may be necessary;
 - D. To adopt and publish Rules and Regulations which govern the use of the Common Properties and facilities, and the personal conduct of the Members and their guests, and to establish penalties for any infractions, and to enforce the governing documents of the Association. The Board may suspend the voting rights of any Member after notice and hearing, for a period not to exceed thirty (30) days for infraction of the governing documents;
 - E. To create and appoint the members of any committee deemed appropriate in carrying out the purposes of the Association;
 - F. To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to the annual meeting or to Members in the Declaration of Covenants and Restrictions; and
 - G. To remove and replace a Director in accordance with the provisions of Article VI.

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

- A. To keep 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 is requested in writing by one-tenth (1/10) of the Members;
- B. To supervise all officers, agents, and employees of the Association and to see that their duties are properly performed.
- C. To 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. Such certificate shall be conclusive evidence of such payment;
- D. To procure and maintain adequate liability and hazard insurance on property owned by the Association;
- E. To cause all officers or employees having fiscal responsibilities to be insured for theft as it may deem appropriate;
- F. To cause the Common Properties and facilities to be properly maintained; and
- G. To levy and collect all annual and special assessments as are approved by the Members. To send written notice by mail or electronic transmission of each assessment to every Owner at least thirty (30) days in advance of each annual assessment period.
- H. To enforce a lien against any Lot for which assessments are past due and to initiate foreclosure of a lien against any Lot for which assessments are past due and/or to bring an action at law against the Owner personally obligated to pay the assessment. The manner, method and timing of any enforcement action being within the discretion of the Board.

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ARTICLE IX. DIRECTORS MEETINGS

- Section 1. Timing. A regular meeting of the Board of Directors shall be held at the principal office of the Association on the second Sunday of each month at a time set by the Board. The Board may change the location, day and time of a regular or special meeting of the Board. Notice of the location, day and/or time of a regular or special meeting may be sent by mail or electronic transmission. If sufficient time does not exist for notice to be given by mail or electronic transmission, then a written notice of any schedule change of a meeting may be posted on the front door of The Clubhouse or other facility where the meeting was to be held.
- Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by any officer of the Association or by any two Directors after not less than five (5) days' notice to each Director. The five days' notice may be waived upon the agreement of all of the Directors.
- Section 3. Attendance. The Board may permit any or all of the Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of remote communication by which the Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.
- Section 4. Location. Any in person regular or special meeting shall be held within Knox County.
- Section 5. Action Taken Without A Meeting. If all Directors consent to taking an action without a meeting, then the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director that voted affirmatively and included in the minutes filed with the corporate records reflecting the action taken. Electronic writings and signatures are valid.
- Section 6. Quorum. A majority of the Directors present shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the Directors present shall be regarded as an act of the entire Board.
- Section 7. Procedure. Regular and special meetings shall be conducted in accordance with Robert's Rules of Order and Tennessee law.

ARTICLE X.

OFFICERS

- Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The Board may create additional officer positions as the Board deems necessary. All officers shall be members of the Board and shall be elected at the first meeting of the Board of Directors following each annual meeting of the Members.
- Section 2. All officers shall be chosen by majority vote of the Directors and shall hold office for one (1) year unless they shall sooner resign, be removed or otherwise be disqualified to serve. Any officer may be removed from office, with or without cause, by a vote of the majority of the Directors.
- Section 3. No individual shall be permitted to serve as an officer in excess of four (4) consecutive years. No individual may simultaneously hold more than one (1) officer position.
- Section 4. The President shall preside at all meetings of the Board of Directors and of the Members; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all contracts, leases, mortgages, deeds, promissory notes and all other written instruments.
- Section 5. The Vice President shall perform all of the duties of the President in 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.
- Section 6. The Secretary shall keep and maintain the records of the Association, except for those books and records that are kept and maintained by the Treasurer. The Secretary shall serve notice of meetings of the Board and of the Members, record the votes and keep the minutes of all meetings, actions and proceedings of the Board and of the Members. In conjunction with the Treasurer, the Secretary shall keep a current alphabetical list of the names of all Members of the Association together with their addresses (as registered by the Member) and the number of votes that each Member is entitled to cast at a meeting of Members.
- Section 7. 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 of the Association.

The Treasurer shall keep proper books of account. The Treasurer shall prepare an annual budget as approved by the Board and a statement of income and expenditures that shall be presented at the annual meeting of the Members. The Treasurer shall also prepare a monthly statement of income and expenditures that shall be presented at the regular

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meetings of the Board.

The Association may hire a third party accountant to assist the Treasurer in carrying out his/her tasks and duties. Any such third party accountant shall not be a Director, a spouse or partner of a Director, nor an immediate family member of a Director. The third party accountant may be a Member of the Association.

If the Association does not hire a third party accountant to assist the Treasurer, such that all financial functions are being handled by the Treasurer, then the Association shall cause an annual review of the Association's books to be made at the conclusion of each fiscal year by a Fiscal Review Committee (FRC) comprised of one Director (but not the Treasurer) and two Members of the Association (that are not Directors) with all FRC members being appointed by the Board.

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ARTICLE XI. MEETINGS OF MEMBERS

- Section 1. The annual meeting of the Members shall be held at the principal office of the Association on the second Sunday of January of each year at a time set by the Board of Directors. The Board may change the location, day and/or time of the annual meeting, if in the exercise of its discretion, the Board determines that a change is necessary. However, if the annual meeting is rescheduled by the Board, then it shall be held within forty-five (45) days of the second Sunday of January. Notice by regular mail, postage prepaid, or by electronic transmission of the rescheduled location, day and/or time of the annual meeting shall be sent by the Secretary at least ten (10) days before the annual meeting.
- Section 2. Special meetings of the Members for any purpose may be called at any time by the Board of Directors. Notice of the location, day and time of the special meeting shall be sent by the Secretary to the Members by regular mail, postage prepaid or by electronic transmission at least thirty (30) days, but not more than sixty (60) days before such special meeting. The notice shall state the specific purpose(s) of the special meeting. No business may be conducted that is not in conformity with the stated purpose(s). Any special meeting called by the Board may be cancelled or adjourned by the Board without advance notice to the Members.
- Section 3. Special meetings of the Members may also be called at any time by the Members who hold at least one-tenth (1/10) of the votes entitled to be cast on any issue proposed to be considered. Those Members shall deliver to the Secretary a written demand for a special meeting that is signed and dated by those Members. The written demand shall state the specific purpose(s) of the special meeting. Any special meeting so called shall be scheduled by the Board to be held within sixty (60) days of the Secretary's receipt of the written demand. Within one (1) month of the Secretary's receipt of the written demand, the Secretary shall give notice of the location, day and time of the special meeting to the Members by regular mail, postage prepaid or by electronic transmission at least ten (10) days before the special meeting. The notice shall state the specific purpose(s) of the special meeting. If the Secretary does not timely give such notice, then those demanding Members, or any one of them, may set the location, day and time of the special meeting and they shall give notice to the Members by regular mail, postage prepaid, or by electronic transmission of the location, day and time of the special meeting at least ten (10) days before the special meeting. The notice shall state the specific purpose(s) of the special meeting. No business may be conducted that is not in conformity with the stated purpose(s). Any such special meeting called by the Members may only be cancelled or adjourned by the Members.
- Section 4. The presence at the meeting of Members entitled to cast, or of

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proxies entitled to cast, one-tenth (1/10) of all the votes of the Membership shall constitute a **quorum** for any action, except as otherwise provided in the Declaration of Covenants and Restrictions. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present or represented.

Section 5. Meetings shall be conducted in accordance with Robert's Rules of Order and Tennessee law.

Section 6. The Association may conduct any meeting of the Members by any means of remote communication, if in the discretion of the Board a meeting by remote communication is necessary, provided that:

- a) The Association implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member entitled to vote or proxy holder of a Member entitled to vote;
- b) The Association implements reasonable measures to provide Members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and
- c) The Association maintains a record of each vote or other action taken by a Member or proxy holder that is taken by means of remote communication.

ARTICLE XII.

PROXIES

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing, signed by the Member and filed with the Secretary for each specific meeting. Electronic transmission of a proxy shall constitute a writing. Every proxy shall be revocable by the Member and shall be effective upon notice of said revocation being given to the Secretary.

All proxies that are blank and do not name an individual to act as the proxy shall be divided equally among those Directors present at the meeting, such that each Director has an equal number of proxies to vote. If there are more proxies, so that each Director does not have an equal number, then any extra proxies shall be divided equally among the officers present at the meeting in the following order: President, Vice-President, Secretary and Treasurer, until all proxies are distributed.

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ARTICLE XIII. BOOKS AND RECORDS

- Section 1. Books and Records. The Association shall keep as a permanent record: minutes of all meetings of its Members and Board of Directors; a record of all actions taken by the Members or Board of Directors, without a meeting; and a record of all actions taken by committees of the Board of Directors in place of the Board of Directors. The Association shall maintain appropriate accounting records and a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members (including electronic mail addresses, if available) in alphabetical order showing the number of votes each Member is entitled to vote. The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- Section 2. Location of Records. The Association shall keep at its principal office a copy of its Charter or restated Charter and all amendments thereto currently in effect; its By-laws or restated By-laws and all amendments to them currently in effect; Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members; the minutes of all Members' meetings and records of all actions taken by the Members approved by the Members for the past three (3) years; all written communications to Members generally within the past three (3) years, including the financial statements furnished for the last three (3) years; a list of the names and business or home addresses of its current Directors and officers; and its most recent annual report delivered to the Secretary of State.
- Section 3. Inspection of Records. A Member of the Association is entitled to inspect and copy, during regular business hours at the Association's principal office, any of the above referenced records of the Association if the Member gives the Association a written demand at least five (5) business days before the date on which the Member wishes to inspect and copy. A Member of the Association is also entitled to inspect and copy, during regular business hours at a reasonable location specified by the Association those other records of the Association as specified in Tennessee Code Ann. Section 48-66-102, subject to the conditions provided in Subsection (c) and Section 48-66-103.
A Director of the Association is entitled to inspect and copy the books, records and documents of the Association at any reasonable time, but not for any purpose or in any manner that would violate any duty of the Director to the Association.
- Section 4. Financial Statements. The Association shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year. Upon written demand of a Member, the Association shall furnish the Member with the Association's latest financial statement within one (1) month after the Association receives the Member's

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demand, except the financial statement for the most recently completed fiscal year shall be furnished to the Member within four (4) months after the close of the fiscal year.

Section 5. Annual Report. The Association shall file an annual report with the Tennessee Secretary of State together with the appropriate filing fee in accordance with Tennessee Code Ann. Section 48-66-203.

Section 6. Annual Budget. The Treasurer shall prepare and present to the Board of Directors an annual budget for each fiscal year. The Board shall approve an annual budget prior to the beginning of each fiscal year. The annual budget shall be presented by the Board to the Members at the annual meeting of Members. No approval of the budget by the Members is required. In the event the Board fails to approve an annual budget or should fail to determine new annual assessments for any year or shall be delayed in doing so, each Member shall continue to pay their respective assessments as last determined.

ARTICLE XIV.

INDEMNITY

The Association shall hold harmless and indemnify its officers and Directors and committee members whether or not then in office, and their respective executors, administrators, and heirs from and against any and all claims, demands, expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and any other costs with respect to any demand, threat, suit, or proceeding, whether civil or criminal, arising with respect to such person's previous, present, or future service as an officer, Director or committee member of the Association to the maximum extent permitted by law, specifically Parts 5,6 and 7 of Title 48, Chapter 58 of Tennessee Code Annotated.

No Director shall be personally liable to the Association or its Members for monetary damages for any action taken, or any failure to take any action, as a Director, except as prescribed by Tennessee law, specifically Part 3 of Title 48, Chapter 58 of Tennessee Code Annotated.

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ARTICLE XV. AMENDMENTS AND CONFLICTS

- Section 1. These By-Laws are adopted by the Members with the understanding that none of the By-Laws may be amended or repealed by the Board of Directors and shall instead be amended or repealed only by the Members. These By-Laws may be amended or repealed by a majority of the votes cast by Members including proxies at a meeting of the Members.
- Section 2. In the case of any conflict between the Charter and these By-Laws, the Charter shall control. In the case of any conflict between the Declaration of Covenants and Restrictions and these By-Laws, the Declaration of Covenants and Restrictions shall control.

IN WITNESS WHEREOF, We, the President and Secretary of the Village Green Homeowners Association, Inc., hereby certify that a majority of the Members casting votes at the meeting of Members held on the 8th day of January, 2023 voted to adopt these Amended and Restated By-Laws of Village Green Homeowners Association, Inc. and therefore have hereunto set our hands *Nunc pro tunc* the 8th day of January, 2023.



Dale Skidmore, President



Tyler Williams, Secretary