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Batch# 718523 BYLAWS  
09/17/2021 09:24:10 AM 5 pgs  
Fees: \$27.00 Taxes: \$0.00



20210917-0125039

## AMENDMENT TO BYLAWS OF RANSOM PLACE HOMEOWNERS' ASSOCIATION

This Amendment to Bylaws of Ransom Place Homeowners' Association (the "Amendment") is made by Ransom Place Homeowners' Association (the "Association").

### WITNESSETH:

WHEREAS, the Association is the duly formed governing body of that certain residential real estate development located in Davidson County, Tennessee known as Ransom Place which was created by the Declaration of Covenants, Conditions and Restrictions for the Residential Portions of Ransom Place Phases One and Two recorded in Book 7867, page 81 with the Register's Office for Davidson County, Tennessee (as amended) (the "Declaration");

WHEREAS, pursuant to Article XII Section 1 of the Association's Bylaws, and Tenn. Code Ann. Section 48-57-108, the Bylaws may be amended by a vote of a majority of the members voting by written ballot so long as the total ballots returned meet or exceed the number of members who must be present (in person or by proxy) to constitute a quorum for meetings of the membership;

WHEREAS, as evidenced by the signature of the Association's Secretary below, the amendments to the Bylaws stated below were adopted by vote of a majority of the members voting by written ballot, with the total number of ballots returned meeting or exceeding the number of members who must be present (in person or by proxy) to constitute a quorum for meetings of the membership;

NOW, THEREFORE, for and in consideration of these premises and other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Association, being empowered so to do, hereby amends the Bylaws as follows:

#### Amendments.

1. Article III of the Bylaws is hereby amended to add the following new Section 6:

#### **Section 6. Electronic Communications; Virtual Meetings; Electronic Voting.**

*(a) Notwithstanding any other provision of these Bylaws to the contrary, the Association, the Board and the Members may cast votes, deliver proxies and communicate on any subject required or permitted by the Bylaws or the Declaration using email or any other electronic means of communication approved in writing by the Board.*

*(b) Notwithstanding any other provision of these Bylaws or the Declaration to the contrary, a Member or proxy holder may participate in any meeting of Members via*

*conference telephone or other means of multi-way remote communication approved in writing by the Board. In addition, at the sole and absolute discretion of the Board, any meeting of the Members may be conducted wholly or in part via reasonably available audio and/or video technology so long as:*

- (i) all Members participating in the meeting have reasonable access to such technology;*
  - (ii) the technology affords all persons participating in the meeting the ability to communicate with all other persons participating in the meeting;*
  - (iii) the technology allows the Board to ascertain whether a quorum is present; and*
  - (iv) the technology allows Members to vote and the Board to collect and count votes, and to verify the authenticity of a vote transmitted by electronic means.*
- (c) The Board may also utilize an online voting system under the following conditions:*
  - (i) Members receive written notice of the opportunity to vote through the online voting system;*
  - (ii) the Board establishes procedures and deadlines for Members to consent, in writing, to online voting; and*
  - (iii) the Board establishes procedures and deadlines for Members to revoke their previous consent to utilize the online voting system*
- (d) After the Board establishes such procedures, a Member may cast their vote on any issue or item brought up for a vote through an internet-based online voting system if:*
  - (i) the Member consents in writing, to online voting;*
  - (ii) the Association provides each Member with the means to authenticate the Member's identity within the online voting system;*
  - (iii) the Association provides each Member with the means to confirm at least fourteen (14) days prior to the date of the vote or the voting deadline, that the Member is able to successfully utilize the online voting system;*
  - (iv) the online voting system is able to*
    - (1) authenticate the Member's identity;*
    - (2) authenticate the validity of each electronic vote to ensure that the vote is not altered in transit;*
    - (3) transmit a receipt from the online voting system to each Member who casts an electronic vote;*
    - (4) permanently separate any authentication or identifying information from the electronic election ballot, rendering it impossible to tie an election ballot to a specific Member (this provision only applies to secret ballots); and*

(5) *store and keep electronic ballots accessible to election officials for recount, inspection, and review.*

(e) *A Member voting electronically pursuant to the provisions of these Bylaws shall be counted as present at a meeting for purposes of determining a quorum.*

(f) *A Member's right to vote by traditional means shall not be abridged by the foregoing provisions regarding electronic and online voting. A Member's consent to online voting shall remain valid until the Member revokes their consent in a writing delivered to the Association.*

(g) *the Board may adopt reasonable rules and regulations regarding electronic communications, online voting and virtual meetings including without limitation rules for who may participate in meetings, whether meeting participants must connect individually or whether participants may connect in a group of two (2) or more, how participants seek recognition from the floor, how motions are made, time limits on participants' speaking at the meeting, and the manner in which votes are submitted, counted and/or verified.*

2. Article VI of the Bylaws is amended by adding the following new Section 4

**Section 4. Electronic Communications; Virtual Meetings.** *Notwithstanding any other provision of these Bylaws or the Declaration to the contrary, the Board may meet, communicate and cast votes on any matter coming before the Board by any electronic means of communication approved by the Board which is reasonably affordable and available to all Directors.*

3. Article VII Section 1(a) of the Bylaws is deleted in its entirety and replaced with the following:

*The Board shall have the power to:*

*(a) adopt and publish rules and regulations governing the use of the Lots, streets and/or the Open Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish and levy fines and other penalties for the infraction thereof;*

4. Article VII Section 1(b) of the Bylaws is deleted in its entirety and replaced with the following:

*The Board shall have the power to:*

...

*(b) suspend the voting rights and rights to use the recreational facilities of a Member during any period (or up to sixty (60) days thereafter at the discretion of the Board) in which such Member*

*shall be in default in the payment of assessments or in violation of any provision of the Declaration, these Bylaws or any Rule or Regulation of the Association;*

5. Article VII Section 1 is amended by adding the following new subsection (f):

*The Board of Directors shall have the power to:*

...

*(f) in order to adapt to or take advantage of new technology, the Board may change or establish the means by which Members and/or Directors cast votes, meet, give required or permitted notices, meet or otherwise communicate,*

6. Article VII Section 2(c)(3) of the Bylaws is deleted in its entirety and replaced with the following:

*It shall be the duty of the Board of Directors to:*

...

*(3) foreclose on the lien against any property for which assessments, fines, late charges, attorney's fees, or other charges or monies owed to the Association are not paid within thirty (30) days after their respective due date(s), and/or bring an action at law against the Lot Owner to collect such unpaid amounts, if the Board, in its sole and reasonable discretion, determines such action(s) to be in the best interest of the Association;*

Ratification. In all other respects, the Bylaws are ratified and confirmed.

IN WITNESS WHEREOF, Ransom Place Homeowners' Association,  
being authorized so to do, has adopted the foregoing Amendment.

**SECRETARY'S CERTIFICATE**

I, Robert L. Cullen, Jr, Secretary of Ransom Place Homeowners' Association, and attest that, in accordance with Article XII Section 1 of the Bylaws and Tenn. Code Ann. Section 48-57-108, this Amendment was approved by vote of a majority of the members voting by written ballot, with the total number of ballots returned meeting or exceeding the number of members who must be present (in person or by proxy) to constitute a quorum for meetings of the membership.

Robert L. Cullen, Jr  
Secretary, Ransom Place Homeowners' Association

STATE OF TENNESSEE                     )  
COUNTY OF DAVIDSON                 )

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Robert L. Cullen, Jr, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he/she executed the foregoing instrument for the purposes therein contained and who further acknowledged that he/she is Secretary of Ransom Place Homeowners' Association, Tennessee nonprofit corporation, and is authorized to execute this instrument on behalf of Ransom Place Homeowners' Association.

Sworn to and subscribed before me this 19 day of August, 2021.

Paul D Benton  
Notary Public  
My commission expires: 7-7-2025

