

BY-LAWS
OF
FIRE LAKE MARINA ASSOCIATION

Revised 10/30/04

ARTICLE I

NAME AND LOCATION. The name of the Association is Fire Lake Marina Association, here in after referred to as the Association. The principal office of the Association shall be located at Fire Lake Subdivision, Coffee County, Tennessee, but meetings of members and directors may be held at such places within the State of Tennessee, County of Coffee, as may be designated by the Board of Directors.

ARTICLE II

Definitions

1. "Marina area" shall include the areas depicted on the TVA Authorization plus the road and gate passing through Fire Lake Subdivision.
2. "Fire Lake Marina Property" shall mean the dock, lights, electric supply, picnic tables, the road, and any other appurtenances the Association shall provide in the future.
3. "Lot Owner" shall mean and refer to the record owner whether one or more persons or entities, of the fee simple title to any lot situated upon the Fire Lake Subdivision but, notwithstanding any applicable theory of mortgage, shall not mean or refer to the mortgage owners and until the mortgagee has acquired title pursuant to foreclosure or any proceedings in lieu of foreclosure.
4. "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Formation.
5. "Assessments": It is envisioned that from time to time the membership of the Association may wish to expend additional capital funds in additions or improvements to properties when these additions funds are not available in the Association treasure. The Association may vote to assess members to cover the costs. These are assessments.

6. "Maintenance Fees" are those fees determined to be necessary for normal maintenance, lease payments, and insurance costs. The amount of these fees will be set at the first and subsequent annual membership meetings.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first Annual Meeting of the members shall be held within one (1) year from the date of the Articles of Formation. Each subsequent meeting will be held in the same month of each year thereafter with time and day set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's 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. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fourth of the votes shall constitute a quorum. If, however, 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. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

Board of Directors; Selection; Term of Office

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors.

Section 2. Term of Office. At the first annual meeting the members shall elect two (2) directors for a term of two years, and at each alternate annual meeting thereafter the members shall elect two (2) directors for a term of two years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation, or removal of a director, his successor shall be selected by the remaining member of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he/she may render to the Association.

Section 5. 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. 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. Nomination. Nomination 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. The Nominating Committee shall consist of a Chairman, 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 of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. 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. Such nominations may be made from among members.

Section 2. Election. Election to the Board of Directors shall be by voice vote or 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 Articles of Formation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least annually without notice, at such place and hour as may be fixed by the resolution of the Board.

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 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 officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. as more fully provided in the Articles of Formation to recommend the amount of the annual maintenance fee or assessment against each lot at least thirty (30) days in advance of each membership meeting.
- d. procure and maintain adequate liability insurance on property used by the Association.
- e. cause the Marina area and property to be maintained.

ARTICLE VII

Officers and Their Duties

Section 1. Eligibility. All officers shall be members of the Association.

Section 2. Enumeration of Offices. The officers of this Association shall be a president, and secretary/treasurer. These offices comprise the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, after not less than three (3) days' notice to each director.

Section 4. 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 VIII

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have power to:

- a. adopt and publish rules and regulations governing the use of the Marina area and Marina area property, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment or maintenance fee levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- c. exercise for the Association all powers, duties and authority vested in or delegated this Association and not reserved to the membership by other provisions of these By-Laws, or the Articles of Formation;
- d. declare the office of a member of the Board of Directors to be vacant for cause; and
- e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. The duties of the officers are as follows:

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.

Secretary/Treasurer

The Secretary/Treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of the 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.

The Secretary/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 checks; keep proper books of account; cause an annual audit of the Association; and shall prepare an annual budget and a statement of income and expenditure to be presented to the membership at its regular annual meeting; and deliver a copy of each to the members.

Section 3. Election of Officers. The election of officers shall take place at the first meeting and alternate annual meeting of the members.

Section 4. Term. The officers of this Association shall be elected by the membership and shall hold office for two (2) years unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 5. 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 6. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary/treasurer. 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 7. 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 replaces.

ARTICLE IX

Committees

The Association shall appoint a Maintenance Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, and the By-Laws of the Association shall be available for inspection by any member of the Association, and copies may be purchased at reasonable cost.

ARTICLE XI

Assessment

Assessments of the membership may at times be necessary to pay for improvements, additions or emergency maintenance when recommended by the Board of Directors. Assessments may only be made by at least 2/3 vote of a quorum of the General Membership at the annual or a special called meeting. If a membership assessment is not paid for one year after it became payable, that membership is automatically revoked and the membership fee shall not be refunded.

ARTICLE XII

Section 1. Maintenance Fees. Annual maintenance fees will be established at the first and subsequent general membership meetings. They will be established based upon estimated expenses, the number of members and status of the Treasury. The Board will recommend to the General Membership the amount of these fees. If a membership's annual maintenance fee is not paid for one year after it becomes payable, that membership is automatically revoked and the membership fee shall not be refunded.

Effective January 1, 2005, the following annual maintenance fees were authorized by a majority of the members:

Working Members	\$200
Non-working Members.....	\$250

- a. Working Member. These members are required to participate in a least fifty (50%) of the heavy maintenance work parties scheduled by the member in charge of heavy maintenance. A working member who does not participate in two (2) consecutive work parties will be re-classified to non-working member status for at least one year.

- b. Non-Working Member. These are members who designate that they have chosen not to participate in the heavy maintenance function and also those working members who are reclassified due to failure to participate. Non-working members can become working members by attending two (2) consecutive heavy maintenance functions.

Section 2. Initial Membership Fees. In order to pay capital construction costs, lease payments, maintenance and insurance for the dock, road picnic area, gate, electric service, etc., there will be initial membership fees to be collected as a condition of membership up front. The Board of Directors Secretary/Treasurer will provide a certificate as evidence of payment. Type I members (boat slip owner) will pay a one-time initial membership fee of \$1,200.00. Type II members (non-owner of boat slip) will pay a one-time initial membership fee of \$600.00.

Section 3. Upgrade of Membership. Type II members may at any time upgrade to a Type I membership if a permanent slip is available. An additional fee of \$600.00 will be required.

Section 4. Transfer of Membership. Lot owners may sell or transfer membership to other lot owners only. The Board of Directors of the Association must approve all transfers and the Secretary/Treasurer must provide a new membership certificate.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Formation and those By-Laws, the By-Laws shall control.

ARTICLE XIV

General Rules of Marina Area Use

Section 1. Members, dependents and bona-fide guests may use the Marina. Guests must be accompanied by members.

Section 2. The rules and stipulations of the TVA Use Agreement will be adhered to by members.

Section 3. Members must operate vehicle and boats in a safe manner.

Section 4. Members purchasing Type I membership may leave a boat at the dock at all times. Type II members may use the dock for all other purposes and dock their boats temporarily on a space-available basis.

IN WITNESS WHEREOF, we being all of the Directors of the Fire Lake Marina Association, have hereunto set our hands this 30th day of October, 2004.

B. J. Weber, President

Connie S. Zehrung, Secretary/Treasurer

CERTIFICATION

I, the undersigned, do hereby certify: **THAT** I am the duly elected and acting Secretary/Treasurer of the Fire Lake Marina Association, and; **THAT** the foregoing By-Laws constitute the revised By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 30th day of October, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary/Treasurer of said Association this 30th day of October, 2004.

Connie S. Zehrung, Secretary/Treasurer

