

EXHIBIT "A"
BYLAWS
OF
THE VILLAS OF DONCASTER ASSOCIATION, INC.

Prepared By:

BRANDT and BEESON, P.C.
Attorney at Law
206 Princeton Road, Suite 25
Johnson City, TN 37601

PHONE (423) 282-1981
FAX (423) 283-4778

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BYLAWS OF
THE VILLAS OF DONCASTER ASSOCIATION, INC.

**ARTICLE I
GENERAL MATTERS**

SECTION 1. Defined Terms. Capitalized terms not defined in these Bylaws are used as such terms are defined in the Declaration for THE VILLAS OF DONCASTER ASSOCIATION, INC. recorded herewith, in the Register of Deeds' Office of Washington County, Tennessee.

SECTION 2. The Association. THE VILLAS OF DONCASTER ASSOCIATION, INC. (the "Association") is a Tennessee nonprofit corporation, formed under the Tennessee Nonprofit Corporation Act. THE VILLAS OF DONCASTER CONDOMINIUMS is a condominium development created under the Tennessee Horizontal Property Act, and the Association is the "townhouse corporation" required by the Tennessee Horizontal Property Act.

SECTION 3. Conflicts. The Tennessee Horizontal Property Act sets forth certain requirements for creation of a condominium development, including the creation of a townhouse corporation, Property Owner membership in the corporation, and certain bylaws requirements. The Tennessee Nonprofit Corporation Act subjects corporations engaging in activities regulated by other statutes to the limitations of such statutes. Therefore, where the requirements of the Tennessee Nonprofit Corporation Act and the Tennessee Horizontal Property Act differ, these Bylaws are intended to meet the requirements of the Tennessee Horizontal Property Act. Furthermore, should any matter arise which is addressed in the Horizontal Property Act and the Nonprofit Corporation Act, and said acts are inconsistent, the Horizontal Property Act shall control. If any of these Bylaws conflict with the provisions of the Declaration or the Horizontal Property Act, said Declaration or Act, as the case may be, shall control. Tenn. Code Ann. §§ 48-53-101 and 66-27-101, et seq.

**ARTICLE II
POWERS**

SECTION 1. General Powers. The Association has perpetual duration and succession in its corporate name and has the same powers as an individual to do all things not inconsistent with law necessary or convenient to carry out its affairs. Further, the Association and its directors shall exercise all powers of members or directors, as the case may be, which are referenced in the Tennessee Horizontal Property Act, the Declaration, or these Bylaws. Tenn. Code Ann. § 48-53-102 (a)

SECTION 2. No issuance of shares. The Association shall not have or issue shares of stock. Tenn. Code Ann. § 48-53-102 (b)

SECTION 3. Emergency Powers. In anticipation of or during an emergency, the board of directors of the Association may: (1) modify lines of succession to accommodate the incapacity of any

director, officer, employee or agent; and (2) relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so. During an emergency, unless emergency bylaws provide otherwise: (1) notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and (2) one (1) or more officers of the Association present at a meeting of the board of directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency under this section to further the ordinary affairs of the Association binds the Association and may not be used to impose liability on a corporate director, officer, employee, or agent. Tenn. Code Ann. § 48-53-103

ARTICLE III MEMBERS AND MEMBERSHIPS

SECTION 1. Criteria for Admission of Members. The members of the Association shall consist of the respective Unit Owners of the Property in accordance with the respective percentages of ownership in the Common Elements of the Property owned by the respective Unit Owners. The term "member(s)" refers to Unit Owner(s). If a Unit Owner is a land title holding trust under the terms of which all powers of management, operation and control of the Unit remain in the trust beneficiary, then the member shall be the said beneficiary. Tenn. Code Ann. § 66-27-102(a)15 and § 66-27-103(b)

SECTION 2. Consent. No person shall be admitted as a member without the person's consent, said consent being impliedly given upon the purchase of a Unit subject to the Declaration and these Bylaws. Tenn. Code Ann. § 48-56-101 (b)

SECTION 3. Certificates. The Association may issue certificates evidencing membership therein, but such certificates shall not include provisions inconsistent with the Charter, Bylaws, or chapters 51-68 of title 48, Tennessee Code Annotated. Tenn. Code Ann. 48-56-101 (c)

SECTION 4. Consideration. The purchase of a Unit shall constitute consideration for membership. Tenn. Code Ann. § 48-56-102.

SECTION 5. Differences in rights and obligations of members. All members have the same rights and obligations with respect to voting, dissolution, redemption and transfer, unless the charter or these Bylaws establish classes of membership with different rights or obligations. All members have the same rights and obligations with respect to any other matters, except as set forth in or authorized by the charter or these Bylaws. Tenn. Code Ann. § 48-56-201

SECTION 6. Transfers. No member may transfer a membership or any right arising therefrom, except that the membership of each Unit Owner shall terminate when such Owner ceases to be a Unit Owner, and upon the sale, transfer or other disposition of such Owner's ownership interest in the

Property, such Owner's membership in the Association shall automatically be transferred to the new Unit Owner succeeding to such ownership interest. Tenn. Code Ann. § 48-56-202 and § 66-27-108(b)

SECTION 7. Member's liability for dues, assessments and fees. A member becomes liable to the Association for dues, assessments or fees by consenting (expressly or impliedly) to such obligation. Members consent to the obligation of dues, assessments and fees when such member purchases a Unit which is subject to the Declaration, including these Bylaws. Tenn. Code Ann. § 48-56-204

SECTION 8. No Resignation. Pursuant to the requirement of the Tennessee Horizontal Property Act that the Declaration shall provide that each owner of a Private Element shall own a pro rata share of the total membership in the townhouse corporation, members of the Association may not resign so long as such member owns a Unit. Tenn. Code Ann. § 66-27-107(d) and § 66-27-114(b)

SECTION 9. Suspension. Certain membership privileges may be suspended pursuant to a procedure which is fair and reasonable, which takes into consideration all of the relevant facts and circumstances, and is carried out in good faith. Tenn. Code Ann. § 48-56-302

SECTION 10. Delegates. All authority and rights of all members are hereby temporarily delegated to the Developer, and the Developer shall administer all corporate activities and appoint all officers and members of the board of directors, until the first to occur of the following: (a) When 100% of the eighteen (18) units in the condominium development are sold.; or (b) when, in its discretion, the Developer so determines. Said authority delegated to the Developer shall be unlimited for the aforesaid time period, and the removal of the Developer as a delegate shall take place as set forth above. The directors and officers appointed by the Developer shall continue to serve until the first annual meeting following the removal of Developer as a delegate. Tenn. Code Ann. § 48-56-501

ARTICLE IV MEMBERS' MEETINGS AND VOTING

SECTION 1. Annual meeting. Within sixty (60) days following the end of the Association's fiscal year of each and every year, the Association shall hold an annual meeting of its members. Annual membership meetings shall be held at the day, time and place specified in the notice of such meeting, but such place shall be within fifteen (15) miles of the Property. At the annual meeting the president and chief financial officer shall report on the activities and financial condition of the Association; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements. The failure to hold an annual meeting at a time stated in or fixed in accordance with the Association's Bylaws does not affect the validity of any corporate action. Tenn. Code Ann. § 48-57-101

SECTION 2. Special meeting. The Association shall hold a special meeting of members on call of its board of directors or, if the holders of at least forty percent (40%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver

to the Association's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. The record date for determining the members entitled to demand a special meeting is the date the first member signs the demand. If a notice for a special meeting demanded under this section is not given within one (1) month after the effective date of the written demand or demands, any person or persons signing the demand or demands may set the time and place of the meeting and give notice pursuant to these Bylaws. Special meetings of members may be held at the place designated in the notice, but such place shall be within fifteen (15) miles of the Property. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members. Tenn. Code Ann. § 48-57-102

SECTION 3. Action by written consent. Action required or permitted to be taken at a meeting of members may be taken without a meeting if all members entitled to vote on the action consent in writing to taking such action without a meeting. If all members entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each member entitled to vote on the action in one (1) or more counterparts, indicating each signing member's vote or abstention on the action and delivered to the Association for inclusion in the minutes or filing with the corporate records. The record date for determining members entitled to take such action without a meeting is the date the first member signs the consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Tenn. Code Ann. § 48-57-104

SECTION 4. Notice of meeting. The Association shall give notice to the members of the place, date and time of each annual and special meeting of members no fewer than ten (10) days nor more than two (2) months before the meeting date. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the members under Tenn. Code Ann. § 48-58-302, § 48-58-507, § 48-60-103, § 48-60-202, § 48-61-103, § 48-62-102 or § 48-64-102. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Unless the Bylaws require otherwise, if an annual or special meeting of members is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting is fixed, however, notice of the adjourned meeting must be given under this section to the members of record of the new record date. When giving notice of an annual or special meeting of members, the Association shall give notice of a matter a member intends to raise at the meeting if (1) requested in writing to do so by a person entitled to call a special meeting; and (2) the request is received by the secretary or president of the Association at least ten (10) days before the Association gives notice of the meeting. Tenn. Code Ann. § 48-57-105

SECTION 5. Waiver of notice. A member may waive any notice before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting waives objection to lack of notice or defective notice of the

meeting unless the member at the beginning of the meeting (or promptly upon the member's arrival) objects to holding the meeting or transacting business at the meeting; and a member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the member objects to considering the matter when it is presented. Tenn. Code Ann. § 48-57-106

SECTION 6. Record date. The board may fix future dates as the record dates for determining members who are entitled to notice of a meeting, members who are entitled to vote at a meeting, and members who are entitled to exercise any rights in respect of any other lawful action. If no such record date is fixed, the record date shall be the close of business on the business day preceding the day on which notice is given, the date of the meeting, or the close of business on the day on which the board adopts the resolution relating to the exercise of rights, as the case may be. The board must fix a new date for determining the right to notice or the right to vote if a meeting is adjourned to a date more than four (4) months after the record date for determining members entitled to notice of the original meeting. A record date fixed under this section may not be more than seventy (70) days before the meeting or action requiring a determination of members occurs. Tenn. Code Ann. § 48-57-107

SECTION 7. Action by written ballot. Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action; and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot constitutes a majority of the Unit Owners. A written ballot may not be revoked. Tenn. Code Ann. § 48-57-108 and 66-27-112(a)(2)

SECTION 8. Solicitations. All solicitations for votes by written ballot shall: (1) Indicate the number of responses needed to meet the quorum requirements; (2) State the percentage of approvals necessary to approve each matter other than election of directors; and (3) Specify the time by which a ballot must be received by the Association in order to be counted. Tenn. Code Ann. § 48-57-108 (d)

SECTION 9. Members' list for meeting. After fixing a record date for a notice of a meeting, the Association shall prepare an alphabetical list of the names of all its members who are entitled to notice of a meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The Association shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting. Tenn. Code Ann. § 48-57-201(a)

SECTION 10. Inspection of member's list. The list of members must be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place

identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or attorney is entitled on written demand to inspect and, subject to the limitations of Tenn. Code Ann. §§ 48-66-102(c) and 48-66-105, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Association shall make the list of members available at the meeting, and any member, a member's agent, or attorney is entitled to inspect the list at any time during the meeting or any adjournment. Tenn. Code Ann. § 48-57-201 (b) and (c)

SECTION 11. Voting entitlement generally. Each member is entitled to one (1) vote for each Unit owned, on each matter voted on by the members. If a membership stands of record in the names of two (2) or more persons, the majority will control; if there is no majority in agreement, then the vote shall not be counted.

Memberships standing in the name of another nonprofit or for profit corporation, domestic or foreign, may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe or, in the absence of a bylaw provision, as the board of directors of such corporation may determine. The corporation whose membership is being voted may rely on the representations of such officer, agent, or proxy as to the authority unless such authority is questioned. Tenn. Code Ann. § 48-57-202

SECTION 12. Quorum requirements. A majority of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter. When a quorum is once present to organize a meeting, a meeting may be adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those present. Tenn. Code Ann. §§ 48-57-203 and 66-27-112 (a)(2)

SECTION 13. Voting requirements. If a quorum exists, action on a matter by a voting group is approved if the votes cast favoring the action constitutes a majority of the members. Therefore, it is possible for a quorum to be present, and the Association still be unable to adopt a decision. This and the preceding section are in compliance with the provision of the Tennessee Horizontal Property Act that a majority of co-owners is required to adopt a decision. Tenn. Code Ann. § 66-27-112 (a)(2)

SECTION 14. Proxies. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form. Tenn. Code Ann. § 48-57-205(a) and (b)

SECTION 15. Proxies generally revocable. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. Appointments coupled with an interest include the appointment of: (1) a pledgee; (2) a person who purchased or agreed to purchase the membership; (3) a creditor of the

Association who extended it credit under terms requiring the appointment; (4) an employee of the Association whose employment contract requires the appointment; or (5) a party to a voting agreement created under Tenn. Code Ann. § 48-57-301. An appointment made irrevocable becomes revocable when the interest with which it is coupled is extinguished. Appointment of a revocable proxy is revoked by the person appointing the proxy attending any meeting and voting in person; or signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. Tenn. Code Ann. § 48-57-205(c)

SECTION 16. Death of Member Appointing Proxy. The death or incapacity of the member appointing a proxy does not affect the right of the board of directors to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Tenn. Code Ann. § 48-57-205(d)

SECTION 17. Voting for directors; cumulative voting. Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. Members do not have a right to cumulate their votes for directors. Tenn. Code Ann. § 48-57-206

ARTICLE V DIRECTORS

SECTION 1. Qualifications of directors. All directors must be natural persons and members of the Association (or if a member is a trustee of a trust, a Director may be a beneficiary of such trust, and if a member or such beneficiary is a corporation, partnership or limited liability company, a Director may be an officer, partner, member or employee of such member or beneficiary). Tenn. Code Ann. § 48-58-102

SECTION 2. Number of directors. The board of directors shall consist of four (4) natural persons. Tenn. Code Ann. § 48-58-103

SECTION 3. Election, designation, and appointment of directors. All directors shall be appointed by the Developer until the earlier of the time set forth in Article III, Section 10. The directors appointed by the Developer shall continue to serve until the first annual meeting following the earlier of the events set forth in Article III, Section 10. Beginning with such annual meeting, all directors shall be elected at the annual meeting of members, and at each annual meeting thereafter. Tenn. Code Ann. 48-58-104

SECTION 4. Terms of directors generally. The term of each director shall be one (1) year. Directors may be elected for successive terms. The term of a director filling a vacancy in the office of a director elected by members expires at the next election of directors by members; and the term of

a director filling any other vacancy expires at the end of the unexpired term which such director is filling.

Despite the expiration of a director's term, the director continues to serve until a successor is elected, designated or appointed and qualifies. Tenn. Code Ann. § 48-58-105

SECTION 5. Resignation of directors. A director may resign at any time by delivering written notice to the board of directors, its chair or president, or to the Association. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation 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. Tenn. Code Ann. § 48-58-107

SECTION 6. Removal of directors elected by members or directors. The members may remove one (1) or more directors elected by them with or without cause. A director may be removed under this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one (1) of the purposes, of the meeting is removal of the director. An entire board of directors may be removed. The board of directors may remove a director without cause who has been elected by the board by the vote of two thirds (2/3) of the directors then in office. Tenn. Code Ann. § 48-58-108

SECTION 7. Vacancy on board. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from a removal with or without cause: (1) the members may fill the vacancy; (2) the board of directors may fill the vacancy; or (3) if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs. Tenn. Code Ann. § 48-58-111

SECTION 8. Compensation of directors. Directors shall receive no compensation for their services as Directors unless a resolution duly adopted by a majority of members provides for compensation and the amount of compensation. Tenn. Code Ann. § 48-58-112

SECTION 9. Regular and special meetings. Regular meetings of the board of directors may be held without notice at such time and place as the board of directors shall determine from time to time, but no less frequently than once a year. Special meetings of the board of directors may be called by the presiding officer of the board, the president, or any two (2) directors. A board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all 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. Tenn. Code Ann. § 48-58-201

SECTION 10. Action without meeting. Action required or permitted by the Tennessee Nonprofit Corporation Act to be taken at a board of directors' meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, 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, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Tenn. Code Ann. § 48-58-202

SECTION 11. Notice of meetings. Regular meetings of the board may be held without notice. Special meetings of the board must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment. Tenn. Code Ann. § 48-58-203

SECTION 12. Waiver of notice. A director may waive any notice required before or after the date and time stated in the notice. Except as provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Tenn. Code Ann. § 48-58-204

SECTION 13. Quorum and voting. A quorum of a board of directors consists of a majority of the directors in office immediately before a meeting begins. When a quorum is once present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those present. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) the director objects at the beginning of the meeting (or promptly upon the director's arrival) to holding it or transacting business at the meeting; (2) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken. Tenn. Code Ann. § 48-58-205