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Cross-Reference:

Country Village of Eagle Valley Farms (Plat), Instrument #79-68955
Country Village II (Plat), Instrument #80-74315
Country Village at Eagle Valley Farms, Declaration of Covenants, Instrument #79-68955

REVISED AND RESTATED

CODE OF BY-LAWS

for

EAGLE VALLEY FARMS COUNTRY VILLAGE HOMEOWNERS ASSOCIATION, INC.

COMES NOW the Eagle Valley Farms Country Village Homeowners Association, Inc., by its Board of Directors, on this 11 day of January, 2016, and states as follows:

WITNESSETH THAT:

WHEREAS, the residential community in Marion County, Indiana commonly known as Country Village at Eagle Valley Farms was established upon the recording of certain documents with the Office of the Recorder for Marion County, Indiana; and

WHEREAS, the Plat for Country Village at Eagle Valley Farms was recorded with the Office of the Marion County Recorder on September 11, 1979, as **Instrument #79-68955**; and

WHEREAS, the Plat for Country Village II was recorded with the Office of the Marion County Recorder on November 18, 1980, as **Instrument #80-74315**; and

WHEREAS, the Country Village at Eagle Valley Farms subdivision is subject to private property covenants that run with the land and are set forth in the Declaration of Covenants, Conditions and Restrictions of Country Village at Eagle Valley Farms ("Declaration") recorded in the Office of the Marion County Recorder on September 11, 1979, as **Instrument #79-68955**, and which states that by taking a deed to any Lot within the Country Village subdivision each owner becomes a mandatory member of the Eagle



DWZ

50 Valley Farms Country Village Homeowners Association, Inc., an Indiana nonprofit corporation
51 (“Association”); and

52
53 **WHEREAS**, the Association was incorporated as described in the Declarations as a non-profit
54 corporation pursuant to Articles of Incorporation (“Articles”) filed with, and approved by, the Indiana
55 Secretary of State on October 24, 1979; and

56
57 **WHEREAS**, the Articles of Incorporation, Article IX, Section 3, states that “*The Board of*
58 *Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the*
59 *Corporation by an affirmative vote of the majority of the members of the Board of Directors.*”; and

60
61 **WHEREAS**, the Bylaws, Article VII, Section 1, states “*These Bylaws may be altered, amended,*
62 *or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the*
63 *notice or waiver of notice of said meeting shall have stated that the Bylaws are to be amended, altered or*
64 *repealed or if all of the members of the Board of Directors at the time are present at said meeting.*”; and

65
66 **WHEREAS**, pursuant to the authority granted to the Board of Directors in the Articles and Bylaws
67 as set forth above, the Board of Directors desires to adopt a Revised and Restated Code of Bylaws for the
68 Association; and

69
70 **WHEREFORE**, pursuant to the authority granted to the Board of Directors by the Articles and
71 Bylaws, a majority of the Board of Directors have voted to adopt this Revised and Restated Code of Bylaws.
72 This Revised and Restated Code of Bylaws does not conflict in any manner with any provision contained
73 in the Declaration, the Articles, or Indiana law, and it is the intention of the Association that this Revised
74 and Restated Code of Bylaws shall replace all formerly adopted Bylaws and any amendments thereto, if
75 any.

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84 REVISED AND RESTATED

85
86 CODE OF BYLAWS

87
88 for

89
90 EAGLE VALLEY FARMS COUNTRY VILLAGE
91 HOMEOWNERS ASSOCIATION, INC.
92

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97 ARTICLE I

98
99 Identification

100
101 Section 1. Name. The name of the corporation is “Eagle Valley Farms Country Village
102 Homeowners Association, Inc.” (also referred to as “Corporation” or “Association”).
103

104 Section 2. Principal Office and Registered Agent. The name and post office address of the
105 principal office of the Association is: Eagle Valley Farms Country Village Homeowners Association, Inc.,
106 P.O. Box 986, Plainfield, IN 46168, or as updated from time to time with the Indiana Secretary of State’s
107 Office.

108 The registered agent of the corporation is currently: Property Services Group, Inc., 1309 Reeves
109 Road, Plainfield, IN 46168. However, it should be noted that the registered agent may be a member of the
110 Board of Directors, a hired management agent, or other professional representing the Association and can
111 potentially change from year to year. Therefore, the current registered agent of the Association can be
112 determined through the most recent annual business entity report filed with the Indiana Secretary of State’s
113 office.

114 The principal office of the Association will also serve as the registered place of business of the
115 Association; however, it should be noted that the principal office for the Association can be changed by the
116 Board of Directors and does not have to be the same as the registered place of business of the Association.
117

118
119
120 ARTICLE II

121
122 Definitions

123
124 Section 1. “Act” means the Indiana Nonprofit Corporation Act of 1971 and any subsequent
125 amendments thereto.
126

127 Section 2. “Articles of Incorporation” or “Articles” means the Articles of Incorporation of the
128 Corporation filed with the Office of the Secretary of State of Indiana, and includes any amendments that
129 have been made to the original Articles.
130

131 Section 3. “Association” or “Corporation” means the Eagle Valley Farms Country Village
132 Homeowners Association, Inc.

133
134 **Section 4.** “Board of Directors” means the Board of Directors of the Association.
135

136 **Section 5.** “Bylaws” means this Revised and Restated Code of Bylaws, including any amendments
137 or revisions made to it by the Association.
138

139 **Section 6.** “Common Expenses” means the expenses shared by the owners on a pro-rata basis for
140 the care and upkeep of the common areas, enforcement of the Declaration, and administration of the
141 Association in Country Village at Eagle Valley Farms.
142

143 **Section 7.** “Declarant” or “Developer” means Waterfront Development Co., Inc., an Indiana
144 corporation.
145

146 **Section 8.** “Declaration” refers to Declaration of Covenants, Conditions and Restrictions of
147 Country Village at Eagle Valley Farms (“Declaration”) recorded in the Office of the Marion County
148 Recorder on September 11, 1979, as **Instrument #79-68955**, and any amendments later made to the
149 Declaration, if any.
150

151 **Section 9.** “Director” means an individual member of the Board of Directors that has been elected
152 or appointed to the Board of Directors following the procedures outlined in the Bylaws.
153

154 **Section 10.** “Owner” also referred to as “Member”, means the record owner, whether one or more
155 persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers,
156 but excluding those having such interest merely as security for the performance of an obligation.
157

158 **Section 11.** “Property”, “Properties”, “Real Estate” and “Tract” means the real estate described on
159 the various recorded Plats and the Declaration for the Country Village at Eagle Valley Farms Development.
160

161 **Section 12.** All other terms used in these Bylaws not listed in this Article are to use the meaning
162 given to them in the Declaration or by law.
163

164 165 **ARTICLE III**

166 167 **Membership, Meetings, and Voting Rights**

168
169 **Section 1. Membership:** Terms, provisions, and conditions governing and relating to
170 membership in the Association transfer of membership and voting rights of the Members are listed in the
171 Declaration and Articles and are incorporated into these Bylaws by reference.
172

173 **Section 2. Quorum and Adjournments:** Except as otherwise provided in the Declaration or these
174 Bylaws, at any meeting of the membership, the presence of Members, in person or by proxy, entitled to cast
175 fifty-one percent (51%) of the total number of valid and eligible Owner votes will make up a quorum. For
176 purposes of this section, the term “eligible” means any Owner whose privileges are not suspended for any
177 reason as set forth in the Declaration, Articles or these Bylaws. If a Member has had his voting rights
178 suspended pursuant to the Declaration, Articles or these Bylaws, then that Member’s vote is not considered
179 a valid or eligible vote toward calculating quorum requirements. After a Member’s vote is represented,
180 either in person or by proxy, for any purpose at a meeting, the Member’s vote will be considered present
181 for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, even if the
182 Member leaves the meeting before a vote is taken.

183 If quorum is not met at the first meeting, then the Board may call another meeting, and at this new
184 meeting, the presence of Members, in person or by proxy, entitled to cast one-half (1/2) of the required
185 quorum of the preceding meeting of the total number of valid and eligible Owner votes will make up a
186 quorum. A follow-up meeting(s) may be called without a new notice being sent to the Members if it is
187 called within sixty (60) days following the preceding meeting. If the follow-up meeting is re-set more than
188 sixty (60) days from the previous meeting, then a new meeting notice must be sent to the Members.

189 For meetings at which: a) an increase of more than eight percent (8%) of the monthly assessment
190 from the previous year is to be voted upon; b) a special assessment is to be voted upon; c) where the removal
191 of one or more directors is to be voted upon; or d) where a vote regarding the legal structure of the
192 Association is to be voted upon, the presence of owners, in person, by ballot or by proxy, entitled to cast
193 sixty percent (60%) of all the votes of the membership shall constitute quorum. If the required quorum is
194 not present, another meeting may be called subject to the same notice requirements, and the required
195 quorum at the subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting.
196

197 **Section 3. Meetings:** Meetings of the Members of the Association will follow these procedures:
198

199 A. **Place.** Meetings of the Members will be held in Marion County, Indiana, at a location
200 picked by the Board of Directors of the Association.
201

202 B. **Annual Meeting.** The Board of Directors of the Association will set a date for the
203 Association's Annual Meeting to be held each year. The only limitation to setting the date
204 for the Annual Meeting is that the Annual Meeting must be held within fifteen (15) months
205 after the previous annual meeting. However, the specific date, time and place of the Annual
206 Meeting are to be determined by the Board of Directors. At each Annual Meeting, the
207 Members may conduct director elections, unless a separate date for director elections is
208 used, and transact any other Association business to be properly addressed at the meeting.
209

210 C. **Special Meetings.** A Special Meeting of the Lot Owners may be called by: a) the
211 President; b) resolution approved by a majority of the Board of Directors; or c) by written
212 petition signed by at least ten percent (10%) of the lot owners. The petition must be
213 presented to the Secretary of the Association and must state the purpose(s) for which the
214 Special Meeting is to be called. A Special Meeting may be called by the membership only
215 to address items that are within the member's authority to review and vote upon.
216

217 The Board of Directors has thirty (30) days from the date the Secretary receives a
218 properly signed petition from the members to send a notice to the membership calling the
219 requested Special Meeting. The purpose(s) of the Special Meeting, along with the date,
220 time and location of the Special Meeting must be stated in the meeting notice sent to the
221 lot owners. No business shall be transacted at a Special Meeting except as stated in the
222 notice of the meeting, unless all the lot owners are present.

223 It should be noted that according to the Act, the members may not call or hold a
224 Special Meeting of the members without first submitting a petition, signed by not less than
225 ten percent (10%) of the members, asking the Board of Directors to call a Special Meeting
226 as set forth above. If the Board refuses to send a notice within thirty (30) days of receiving
227 a proper petition setting a Special Meeting as requested by the members, then the members
228 may call a Special Meeting of the membership on their own.

229 D. **Notice of Meetings.** Written or printed notices stating the place, day and hour of a meeting
230 and, in case of a Special Meeting, the purpose or purposes for which the Special Meeting
231 is called, must be delivered or mailed by the Secretary of the Association to each member
232 of the Association eligible to vote at the meeting. This meeting notice must be sent to the

233 member's last known address as appears upon the records of the Association at least ten
234 (10) days before, but no more than sixty (60) days before, the meeting date.

235 Notices of any meeting may be mailed by first class U.S. Mail. Notices of meetings
236 may also be hand-delivered to an owner's residence. If the owner consents to electronic
237 service, then notice of meetings may be provided to owners by email or postings on the
238 Association's website, if the Association has one.

239 The Association does not have a duty to research or locate new or alternate
240 addresses for an owner. It is the owner's responsibility to make sure the Association has
241 the owner's current mailing or contact information.

242 Notice of any meeting of the members may be waived in writing by any owner or
243 by the owner's attendance at the meeting in person, by proxy or by ballot.

244
245 E. **Order of Business.** The order of business at meetings of the members will, to the extent
246 applicable, be as follows:

- 247
- 248 1. Call to Order.
- 249 2. The reading of minutes of the preceding annual meeting (if an annual meeting).
- 250 3. Reports of officers.
- 251 4. Reports of committees.
- 252 5. Treasurer's Report and review of Annual Budget (if an annual meeting).
- 253 6. Election of director(s) (if an annual or election meeting).
- 254 7. Unfinished business.
- 255 8. New business.
- 256 9. Adjournment.
- 257

258 **Section 4. Voting at Meetings.**

259
260 A. **Voting Rights.** Unless otherwise suspended, each lot will be entitled to cast one (1) vote on
261 each issue properly brought before the membership. In the event any lot is owned by more
262 than one person, the owners will decide among themselves which co-owner of the lot will cast
263 the vote(s) for that lot at a meeting of the members. In the event the lot is owned by a
264 corporation or other entity, that entity may appoint a representative to cast the vote(s) for the
265 lot.

266
267 B. **Proxies.** Any eligible member may vote either in person or by his duly appointed proxy. When
268 a member wishes to appoint a proxy to vote in his place, the member must designate the name
269 of his proxy in writing and deliver it to the Secretary of the Association. The proxy is effective
270 once it is received by the Association.

271 Unless excused by the presiding officer, all proxies must be received by the Association at
272 least two (2) business days before the date of the scheduled meeting where the proxy is to be
273 counted. That will give the Association sufficient time to verify the validity of the proxy.

274 To be valid, a proxy must contain:

- 275 a. The member's name and address giving the proxy;
- 276 b. The name of the person being appointed as proxy;
- 277 c. The date the proxy is given;
- 278 d. The date of the meeting for which the proxy is given;
- 279 e. The member's signature; and
- 280 f. An affirmation under the penalties for perjury that the individual signing the proxy
281 has the authority to grant the proxy to the individual named in the proxy to exercise
282 the member's proxy.

283 A proxy is only valid for one hundred eighty (180) days from the date it is signed. A proxy
284 may be revoked in writing by the member prior to being exercised or by the member's personal
285 attendance at the meeting where the proxy appointment was to be used.

286 If a member signs more than one proxy appointment, the latest in time, if possible to
287 determine, is considered to be valid. If a member signs more than one (1) proxy to be used at
288 a particular meeting, and it cannot be determined which proxy is the latest in time, then none
289 of the member's proxies shall be counted or voted.

290 If a member has his voting privileges suspended for any reason, then he cannot vote,
291 whether in person or by proxy. In addition, any member who is suspended for any reason
292 cannot serve as a proxy for another member.
293
294

295 C. **Majority Required.** Unless a higher percentage is required by the Declaration, Articles or
296 these Bylaws, each question or action voted on will be passed if it is approved by a simple
297 majority of the eligible votes cast by the Members present, in person or by proxy, at a meeting
298 at which a quorum is present.
299

300 D. **Suspension of Voting Rights.** No member shown on the books or management accounts of
301 the Association to be more than thirty (30) days delinquent in any payment due to the
302 Association will be eligible to vote, either in person or by proxy.
303

304 For purposes of this provision, the thirty (30) day period begins on the first day of the fiscal
305 year or the due date of the assessment as set by the Board of Directors, whichever is later in
306 time. If the amount due to the Association is for an obligation other than assessments, such
307 as reimbursement for a covenant violation or court judgment, then the thirty (30) day period
308 will start on the date the amount became due.

309 The term "payment" means the payment of all amounts due to the Association, including
310 any assessments, collection fees, interest, late fees, administrative or management company
311 fees, attorney fees, court costs, or other sums that are owed to the Association. As a result, if
312 any owner is paying the Association on a payment plan or agreement, and that payment
313 arrangement does not pay the entire amount due to the Association within thirty (30) days of
314 becoming due, then that owner's voting rights will stay suspended until the entire amount due
315 to the Association is paid in full.

316 In addition, payment of delinquent accounts by any method other than cash at a meeting
317 where a vote will be held does not end any suspension under this provision until the funds
318 from the payment are actually received by the Association. The Board of Directors is free to
319 adopt additional rules regarding the suspension of voting rights as they deem necessary or
320 appropriate for the failure of an owner to pay any sums owed to the Association. Any owner
321 whose privileges are suspended may not vote on any Association matter, nor act as a proxy
322 for another member, nor be elected to or serve on the Board of Directors.
323
324
325

326 **Section 5. Action by Written Ballot, Etc.** Any action required or permitted to be taken at any
327 meeting of the Members may be taken by written ballot with or without a meeting if the Association delivers
328 a written ballot to every owner eligible to vote on the matter. To be valid, the ballot must contain:

- 329 a) the printed name of the lot owner;
330 b) the signature of the lot owner;
331 c) the lot(s) owned or being purchased by the lot owner; and
332 d) the date the ballot is being signed.
333

334 Approval by written ballot is only valid if:

- 335 a) the number of votes cast in person and/or by ballot equals or exceeds the quorum required to
- 336 be present at a meeting authoring such action; and
- 337 b) the number of approvals equals or exceeds the number of votes required to approve the matter
- 338 at a meeting.

339
340 The written ballot must set forth each proposed action and provide an opportunity for the owner to
341 vote for or against each proposed action. A solicitation, or request, for votes by written ballot must indicate:

- 342 a) the number of responses needed to meet the quorum requirements;
- 343 b) the percentage of approvals necessary to approve each matter, other than the election of
- 344 directors; and
- 345 c) specify the time by which a ballot must be received by the Association to be counted.

346
347 If a meeting is to be held, then ballots may be mailed to the Association's registered office prior to
348 the meeting date; however, unless otherwise stated on the ballot, all ballots cast by owners NOT attending
349 the meeting must be RECEIVED at the Association's registered office by the end of business at least two
350 (2) business days prior to the date of the meeting in order to be counted. Unless otherwise stated on the
351 ballot, any ballots received less than two (2) business days prior to the meeting date will not be counted.

352 If a meeting is NOT to be held, then owners must mail their ballot to the Association's registered
353 office by the due date stated on the ballot.

354 Only official ballots sent to the owners by the Association will be accepted. Unofficial ballots will
355 not be counted. Each owner must fully fill out the ballot, print their name and address and sign the ballot.
356 The Board of Directors may adopt additional voting procedures for submitting and processing ballots.

357 If an owner signs or submits more than one ballot, the latest in time, if possible to determine, is
358 considered to be valid. However, if an owner signs or submits more than one ballot, and it is not possible
359 to determine which ballot is to be used, the Board may reject all ballots submitted by that owner.

360 In addition, voting and meeting participation may be held or performed in any manner set forth in
361 the Act or deemed acceptable by the Courts as a practical way to collect votes and allow Members to
362 participate in Association actions.

363 364 365 366 367 368 **ARTICLE IV**

369 **Nomination and Election of Directors**

370 **Section 1. Nominations.** Nominations for the Board of Directors may be made by any Owner
371 from those persons eligible to serve. Such nominations may be made in writing and presented to the
372 Secretary of the Association prior to the date of the annual meeting. The Board has the authority to set a
373 deadline date for submitting written nominations prior to the annual meeting.

374 If an insufficient number of written nominations are received prior to the date of the annual meeting
375 to fill all Board positions open for elections at the annual meeting, then oral nominations will be accepted
376 from the floor prior to voting on any open Directorship position.

377 If a sufficient number of written nominations are received prior to the date of the annual meeting
378 to fill all Board positions open for election at the annual meeting, then the presiding officer of the annual
379 meeting has the sole discretion to either: 1) stand on the submitted written nominations; or 2) accept
380 additional oral nominations from the floor prior to voting on any open Directorship position.
381
382
383

384 **Section 2. Election.** Voting on each position for the Board of Directors will be by paper ballot
385 containing the signature, printed name and address of the Owner casting the ballot. Written balloting may
386 be waived by proper motion at the annual meeting and voting conducted by a voice vote or show of hands
387 in circumstances where the number of nominees does not exceed the number of Board positions open for
388 election (i.e. 2 nominees for 2 open directorships).

389 Each Owner, or their proxy, may cast the total number of votes to which he is entitled to cast for
390 as many nominees as are to be elected; however, cumulative voting will not be allowed. Those persons
391 receiving the highest number of votes will be elected.

392 If there is a tie for a directorship position(s), the nominees involved in the tie may agree to the end
393 result without the need for a new run-off vote. If the nominees cannot resolve the election dispute by
394 agreement, then the presiding officer will conduct a run-off ballot vote by the members to resolve the
395 dispute.

396 In the event no quorum is present at an annual meeting of the Association, or if a sufficient number
397 of candidates cannot be found to fill all open Board vacancies at the annual meeting, whether by slating,
398 written petition or oral nomination, then the remaining members of the Board of Directors may fill any
399 directorship positions open for election at the annual meeting. Any Director so appointed to fill an open
400 position on the Board of Directors will serve the same term as if elected by the members at the annual
401 meeting.

402
403 **Section 3. Conducting Elections by Ballot.** The election of directors may be conducted by ballot
404 so that owners may select their nominees and send in their votes prior to the annual or election meeting. If
405 the number of written nominations received by the Association before the deadline date exceeds the number
406 of open board positions to be filled at the annual or election meeting, then a ballot will be mailed to each
407 owner for voting on new board members. *If the election of directors is conducted by ballot voting, then*
408 *NO write-in nominations or nominations from the floor of the meeting will be accepted so everyone has a*
409 *chance to vote on the same list of candidates.*

410 If the number of written nominations received by the Association before the deadline date matches
411 the number of open board positions to be filled at the annual or election meeting, then there is no reason to
412 incur the expense of a mailed ballot since all submitted nominees will be elected by default. In this situation,
413 the Board may simply waive ballot voting and accept the submitted nominees by voice vote at the annual
414 or election meeting.

415 If an insufficient number of written nominations are received by the deadline date to fill all Board
416 positions open for election at the annual or election meeting, then ballot voting will not be conducted and
417 oral nominations will be accepted from the floor of the meeting prior to voting on any open Directorship
418 position.

420 ARTICLE V

422 Board of Directors

424 Section 1. Number, Qualifications and Term of Office.

425
426 (a). **Number.** The affairs of the Association will be governed and managed by the Board
427 of Directors (collectively called the "Board" or "directors" and individually called "director"). The
428 Board of Directors will be composed of five (5) persons, with the minimum number of directors
429 being three (3) and the maximum number being nine (9). The exact number of directors may be
430 increased or decreased, as permitted by law, by resolution of the Board of Directors at any time. If
431 the number of directors currently serving changes due to the resignation or removal of directors, or
432 if an insufficient number of members volunteer to fill all possible Board positions, the Board will
433 continue to function with the remaining number of directors until those vacancies are filled so long
434 as there are at least three (3) directors serving as required by IC 23-17-12-3.

435 (b). **Qualifications.** A director must be a member of the Association, must maintain his
436 primary place of residence in the Country Village at Eagle Valley Farms community, and cannot
437 have his membership rights in the Association suspended for any reason as set forth in the
438 Declaration, Articles or these Bylaws. No lot may be represented on the Board by more than one
439 person or representative at the same time; nor can an owner, along with a spouse, significant other
440 or family member, hold more than one (1) directorship at the same time, even if the owner, spouse,
441 significant other, or family member owns more than one (1) lot in Country Village at Eagle Valley
442 Farms.

443
444 (c). **Term of Office Generally.** At the first election of directors held after this Revised
445 and Restated Code of Bylaws is adopted by the Board, two (2) directors will be elected to serve a
446 three (3) year term of office, two (2) directors will be elected to serve a two (2) year term of office,
447 and one (1) director will be elected to serve a one (1) year term of office. For all future elections,
448 directors will be elected to serve a three (3) year term of office. Each director will serve his full
449 term and will continue to serve until his successor is properly elected and/or qualified.
450

451 **Section 2. Vacancies and Removal.**

452
453 (a). **Vacancies.** Unless a director is removed from the Board by a vote of the owners,
454 any vacancy or vacancies occurring in the Board will be filled by a vote of a majority of the
455 remaining members of the Board. A director appointed by the Board or elected by the members to
456 fill a vacancy on the Board will serve the remaining portion of the Board term of the director he is
457 replacing.
458

459
460 (b). **Removal.** A director or directors may be removed with or without cause by vote of
461 a majority of the voting Members at a special meeting of the Members duly called and
462 constituted. If a director is removed by a vote of the Members, then a successor will be elected at
463 the same meeting from eligible Members nominated at the meeting. The person elected to fill the
464 spot of the removed director will serve the remaining portion of the Board term of the director he
465 is replacing.

466 Pursuant to Indiana Code 23-17-12-10, as may be amended or re-codified from time to
467 time, and the Articles, the Board of Directors also may remove a director from the Board by a
468 two-thirds (2/3) vote of the Board for the following specific acts: a) failing to attend three (3) or
469 more consecutive meetings of the Board of Directors; b) becoming ineligible to serve on the
470 Board according to any terms set forth in the Declaration, Articles or these Bylaws; c) acts of
471 fraud, theft, deception, or criminal behavior while performing his duties as a director; d) breach or
472 disclosure of confidential Board or owner information to person(s) not on the Board; or e)
473 performing any action in the name of or on behalf of the Association that is not within the
474 director's duties as set forth under the Bylaws, was not previously authorized by the Board, or
475 was not subsequently ratified by the Board.

476 If a director is removed by a vote of the Board, the vacancy will be filled by a majority
477 vote of the remaining directors and the appointee will serve the remaining portion of the Board
478 term of the director he is replacing.
479

480 **Section 3. Duties of the Board of Directors.** The Board of Directors is the governing body of
481 the Association. The Board is responsible for overseeing the functions and duties of the Association, which
482 includes such things as the administration of the Real Estate; the enforcement of the Declaration and Rules
483 and Regulations, if any; providing lawn care, pond care or other forms of Common Area maintenance and
484 upkeep within the community; and collecting assessments and paying the common expenses of the
485 Association.

486 The Board is to carry out these duties in good faith, with the care an ordinarily prudent person in a
487 like position would exercise under similar conditions, and in a manner the Board believes to be in the best
488 interest of the Association. The availability of funds, the unforeseen or unexpected nature of expenses
489 caused by natural, administrative, or regulatory reasons, or any other factor or factors which may hinder or
490 prevent the Board from taking action to fulfill any of these duties will be considered in determining the
491 reasonableness of the Board's actions or failure to provide certain services or maintenance as required.

492 The Board may hire a managing agent to help the Board in carrying out its duties, but the Board
493 would retain oversight of the managing agent in the performance of those duties, which may include such
494 things as:

- 495 (a) maintenance, repair, and upkeep of the Common Areas and exterior building and lot
496 maintenance obligations as set forth in the Declaration, if any;
- 497 (b) assessment and collection from the Owners of their respective share of the Common
498 Expenses;
- 499 (d) preparation of an annual budget for the operation of the Association and anticipated
500 Common Expenses, a copy of which will be mailed or delivered to each Owner;
- 501 (e) preparing and delivering annually to the Owners a full accounting of all receipts and
502 expenses incurred in the prior fiscal year;
- 503 (f) keeping a current, accurate and detailed record of receipts and expenditures for the
504 Common Expenses and the business and affairs of the Association (i.e. an income / expense
505 report), itemizing the Common Expenses when possible;
- 506 (g) obtaining and maintaining for the benefit of the Association, the Owners, any Managing
507 Agent and the Board the insurance coverage required under this Declaration and such other
508 insurance coverage as the Board, in its sole discretion, decides is necessary or advisable;
- 509 (h) paying any taxes and other necessary costs that are part of the Common Expenses;
- 510 (i) enforcing the covenants, restrictions, bylaws and rules and regulations set forth in the
511 Declaration, Articles, Bylaws or adopted rules and regulations;
- 512 (j) all duties and obligations imposed upon the Association or the Board in the Declaration,
513 the Articles, the Bylaws or the Act.
514

515 **Section 4. Powers of the Board of Directors.** The Board of Directors will have the powers that
516 are reasonable and necessary to perform its duties. Some of these powers include the power to:

- 517 (a) hire a managing agent to assist the Board in performing its duties;
- 518 (b) purchase, lease or obtain for the Association any equipment, materials, labor and services
519 that will help the Board perform its functions and duties;
- 520 (c) employ legal counsel, architects, contractors, accountants and others to help advise the
521 Board on the business and affairs of the Association;
- 522 (d) hire, oversee, and discharge personnel that the Board decides is necessary to help perform
523 the maintenance, upkeep, repair and replacement of those duties that are part of the
524 Common Expenses;
- 525 (e) assess the owners for the costs of performing all of the functions, duties and obligations of
526 the Association as Common Expenses and to pay all such costs from those assessments;
- 527 (f) open and maintain a bank account or accounts in the name of the Association;
- 528 (g) create, adopt, revise, amend or alter from time to time such additional rules and regulations
529 with respect to use, occupancy, operation, enjoyment, and architectural additions or
530 modifications of the Property, including the individual lots and streets (whether public or
531 private), as the Board in its discretion deems necessary or advisable, with these rules and
532 regulations being in addition to or supplementing the provisions set forth in the
533 Declaration; provided, however, that copies of any such additional rules and regulations so
534 adopted by the Board must be either promptly delivered to all Owners at the Owner's last
535 known address or recorded in the Office of the Marion County Recorder;

- 536 (h) take any and all appropriate action, including legal action, if necessary, to enforce or gain
537 compliance by all Owners of the provisions, restrictions or requirements within
538 Declaration, Articles, Bylaws, or rules and regulations of the Association;
539

540 **Section 5. Annual Meeting.** The Board of Directors must meet annually, without notice,
541 immediately following, and at the same place as, the annual or election meeting of the membership; or at
542 the next regularly scheduled Board meeting, for the purpose of electing officers.

543 **Section 6. Regular Meetings.** Regular meetings of the Board of Directors will be held at such
544 regular intervals, without notice, at such place and hour as may be determined from time to time by
545 resolution of the Board of Directors. If a regular meeting of the Board is to be held on a date other than a
546 regularly scheduled meeting date previously set by the board, then notice of the meeting must be provided
547 to each director at least forty-eight (48) hours prior to the meeting.
548

549 **Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by the
550 President or by a majority of the members of the Board of Directors, at any place within Marion County,
551 Indiana, upon twenty-four (24) hour notice, given to each Director personally, by telephone or email, or if
552 in writing, at least three (3) days before the meeting, specifying the date, time, place and general purpose
553 of the meeting.
554

555 **Section 8. Attendance at Board Meeting.** Any board member may participate in a board
556 meeting telephonically, such as a conference call, or electronically, such as internet video transmission, or
557 other internet or electronic communication by which all directors participating may hear each other during
558 the meeting.

559 **Section 9. Notice and Waiver of Notice.** Notices of Board meetings must be given to each
560 Director as set forth in these Bylaws. A Director waives formal meeting notice requirements by attending
561 the meeting or by voting in writing or email on any issue addressed at a meeting of the Board.
562

563 **Section 10. Quorum.** A majority of the entire Board of Directors then qualified and acting will
564 constitute a quorum and be sufficient for transaction of any business, except for filling vacancies in the
565 Board of Directors which requires action by a majority of the remaining Directors. Any act of the majority
566 of the Directors present at a meeting at which a quorum is present will be considered an act of the entire
567 Board unless otherwise provided for by law or by these Bylaws. A majority of the Directors present may
568 adjourn any meeting from time to time. Notice of an adjourned meeting need not be given other than by
569 announcement at the time of adjournment.
570

571 **Section 11. Action Taken Without a Meeting.** Any action required or permitted to be taken at
572 a meeting of the Board of Directors or any committee may be taken without a meeting if the action is
573 approved by a majority of the entire Board or committee in writing or via email. If an action is approved
574 via writing or email, the written or email approval must be made a part of the next regular Board meeting
575 minutes. However, failure to keep documentation of the approval does not automatically invalidate the
576 decision.
577

578 **Section 12. Compensation.** No Director may receive any compensation for his services as such
579 except to such extent as may be expressly authorized by a majority vote of the Owners. However, any
580 Director may be reimbursed for his actual expenses incurred in the performance of his duties. The
581 Managing Agent, if any is employed, is entitled to reasonable compensation for its services, the cost of
582 which shall be a Common Expense.
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ARTICLE VI

Officers

Section 1. In General. The term "Officer" is the name given to the particular position a director may be serving on the Board. Each officer position carries different duties on the Board. The officers of the Corporation must be members of the Board of Directors and may consist of a President, a Vice President, a Secretary, a Treasurer, etc. The same director can hold more than one officer position, except for the offices of President and Secretary which cannot be performed by the same person.

Section 2. Election and Terms. Officers are not elected by the members. Only directors are elected by the members. At the first Board meeting held after the election of directors at the annual meeting, the Board of Directors will assign each officer position to a member of the Board of Directors. Each officer will hold that officer position until: a) the next annual meeting of the Board; b) the expiration of the director's term on the Board of Directors; or c) the director's removal or resignation from the Board, whichever occurs first.

Section 3. Vacancies and Removal. Whenever a vacancy occurs in an office due to the death or resignation of the officeholder, or due to new office positions being created by the Board, the vacant office position will be filled by the Board of Directors, and the officer appointed to the office will hold that office until the next annual meeting of the Board.

A director may be removed from an officer position at any time, with or without cause, by a vote of a majority of the whole Board. A director removed from a particular office shall continue to serve on the Board of Directors, and may be re-appointed to a different office or may serve on the Board without an officer designation.

Section 4. President. The President is the chief executive officer of the Corporation. The President presides at all meetings of Members and of the Board of Directors; has general and active supervision, control, and management of the affairs and business of the Corporation, subject to the orders and resolutions of the entire Board; handles the general supervision and direction of all officers, agents and employees of the Corporation; makes sure that all orders and resolutions of the Board are carried into effect; and in general exercises all powers and perform all duties normally part of the President's office and any other powers and duties assigned to him by the Board.

The President has full authority to execute proxies on behalf of the Corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships or individuals as the agent of the Corporation, all subject to the provisions of the laws of the State of Indiana, the Declaration, the Articles of Incorporation, this Revised and Restated Code of Bylaws, and the approval of the entire Board.

Section 5. Vice-President. The Vice-President acts in the place of the President if the President is absent, unable to act, or refuses to act, and will also have any other duties as may be assigned to him by the Board of Directors or delegated to him by the President.

Section 6. Secretary. The Secretary will attend both Board meetings and Membership meetings and will keep minutes during the meetings and record all votes taken at these meetings. The Secretary is also responsible for making sure all meeting notices are sent to the Board and the Members as required by these Bylaws and/or the law. The Secretary also keeps or oversees the records of the Corporation as well as the Membership list of the Association. The Secretary also performs any other duties that may be assigned to him by the Board or the President. The Board has the authority to appoint someone to perform the duties of the Secretary or serve as the Secretary's assistant.

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Section 7. Treasurer. The Treasurer keeps correct and complete financial records of the Association. The Treasurer is also in charge of the Association's funds and securities, and oversees the timely deposit of all money and other valuable effects belonging to the Association in a financial institution selected by the entire Board. The Treasurer also pays the Association's bills as approved by the Board or directed by the President; and in general exercises all the powers and duties customarily performed by the Treasurer's position, and any other powers and duties assigned to him by the Board or the President. The Board has the authority to appoint someone to perform the duties of the Treasurer or serve as the Treasurer's assistant.

Section 8. Special Appointments. The Board of Directors has the authority to appoint any other officers or assistant officers that the Board believes are necessary or advisable. These officers or assistant officers will hold their positions at the discretion of the Board, and will have the power and perform the duties assigned to them by the Board. However, these special appointments or assistants, even if they perform the duties of a specific officer, will not have any voting power on the Board.

ARTICLE VII

Liability of Directors and Officers

Section 1. In General. The Directors and Officers of the Association will not be liable to the Owners or any other Persons for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The Association will indemnify and hold harmless and defend each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Association, unless any such contract was made in bad faith. It is intended that the Directors will have no personal liability with respect to any contract made by them on behalf of the Association.

Section 2. Grounds for Indemnification. If a director is made a party to a proceeding based upon his actions as a director, the Association may indemnify the director against liability incurred in the proceeding if:

- (1) the individual's conduct was in good faith; and
- (2) the individual reasonably believed:
 - (A) in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in the corporation's best interests; and
 - (B) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and
- (3) in the case of any criminal proceeding, the individual:
 - (A) had reasonable cause to believe the individual's conduct was lawful; or
 - (B) had no reasonable cause to believe the individual's conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, or conviction is not determinative that a director did not meet the required standard of conduct.

Section 3. Successful Defense. Unless limited by the articles of incorporation, the Association will indemnify a director who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the director was a party, because the director is or was a director of the Association, against reasonable expenses actually incurred by the director in connection with the proceeding.

689 **Section 4. Advanced Expense Payments.** The Association may pay for or reimburse the
690 reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of
691 the proceeding if the following occur:

- 692 (1) The director furnishes the Association a written affirmation of the director's good faith belief
693 that the director has met the standard of conduct described in Section 2 of this Article.
694 (2) The director furnishes the Association a written undertaking, executed personally or on the
695 director's behalf, to repay an advance if it is ultimately determined that the director did not meet
696 the standard of conduct.
697 (3) A determination is made that the facts then known to those making the determination would not
698 preclude indemnification under this chapter.

699 The written undertaking described in #2 above:

- 700 (1) must be an unlimited general obligation of the director;
701 (2) is not required to be secured; and
702 (3) may be accepted without reference to financial ability to make repayment.

703 Determinations and authorizations of payments under this section will be made in the manner
704 specified in Section 6 of this Article.
705

706 **Section 5. Court Ordered Indemnification.** Unless the Association's articles of incorporation
707 provide otherwise, a director of the Association who is a party to a proceeding may apply for
708 indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On
709 receipt of an application, the court may, after giving any notice the court considers necessary, order
710 indemnification in the amount the court considers proper if the court determines one (1) of the following:

- 711 (1) The director is entitled to mandatory indemnification under Section 3 of this Article, in which
712 case the court shall also order the corporation to pay the director's reasonable expenses incurred
713 to obtain court ordered indemnification.
714 (2) The director is fairly and reasonably entitled to indemnification in view of all the relevant
715 circumstances, whether or not the director met the standard of conduct set forth in Section 2 of
716 this Article.
717

718 **Section 6. Authorization of Indemnification.** The Association may not indemnify a director
719 under Section 2 of this Article unless authorized in the specific case after a determination has been made
720 that indemnification of the director is permissible in the circumstances because the director has met the
721 standard of conduct set forth in Section 2 of this Article.

722 The determination must be made by one (1) of the following procedures:

- 723 (1) By the board of directors by majority vote of a quorum consisting of directors not at the time
724 parties to the proceeding.
725 (2) If a quorum cannot be obtained under subdivision (1), by majority vote of a committee
726 designated by the board of directors consisting solely of at least two (2) directors not at the
727 time parties to the proceeding. Directors who are parties may participate in the designation.
728 (3) By special legal counsel:
729 (A) selected by the board of directors or a committee of the board of directors in the manner
730 prescribed in subdivision (1) or (2); or
731 (B) if a quorum of the board of directors cannot be obtained under subdivision (1) and a
732 committee cannot be designated under subdivision (2), selected by majority vote of the
733 full board of directors. Directors who are parties may participate in the selection.
734 (4) By the members. However, memberships voted under the control of directors who are at the
735 time parties to the proceeding may not be voted on the determination.

736 Authorization of indemnification and evaluation as to reasonableness of expenses will be made in
737 the same manner as the determination that indemnification is permissible. However, if the determination is
738 made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of
739 expenses will be made by those entitled in #3 above to select counsel.

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741 **Section 7. Indemnification of Officers, Agents, and Others.** Unless the Association's articles
742 of incorporation provide otherwise:

- 743 (1) an officer of the Association, whether or not a director, is entitled to:
744 (A) mandatory indemnification under Section 3 of this Article; and
745 (B) apply for court ordered indemnification under Section 5 of this Article in each case;
746 to the same extent as a director;
747 (2) the Association may indemnify and advance expenses under this chapter to an officer,
748 employee, or agent of the Association, whether or not a director, to the same extent as to a
749 director; and
750 (3) the Association may indemnify and advance expenses to an officer, employee, or agent, whether
751 or not a director, to the extent and consistent with public policy that may be provided by articles
752 of incorporation, bylaws, general or specific action of the Association's board of directors, or
753 contract.

754
755 **Section 8. Other Rights to Indemnification.** The indemnification and advance for expenses
756 provided for or authorized by this Article does not exclude other rights to indemnification and advance for
757 expenses that a person may have under the following:

- 758 (1) The Association's articles of incorporation or bylaws.
759 (2) A resolution of the board of directors or of the members.
760 (3) Any other authorization, whenever adopted after notice, by a majority vote of all the voting
761 members of the Association.

762 If the articles of incorporation, bylaws, resolutions of the board of directors or of the members, or
763 other duly adopted authorization of indemnification or advance for expenses limit indemnification or
764 advance for expenses, indemnification and advance for expenses are valid only to the extent consistent with
765 the articles of incorporation, bylaws, or resolution of the board of directors or of the members, or other duly
766 adopted authorization of indemnification or advance for expenses.

767 This Article does not limit the Association's power to pay or reimburse expenses incurred by a
768 director, an officer, an employee, or an agent in connection with the person's appearance as a witness in a
769 proceeding at a time when the person has not been made a named defendant respondent to the proceeding.

770
771 **Section 9. Bond.** The Board of Directors may provide surety bonds (or an equivalent form of
772 coverage) and may require the managing agent (if any), the treasurer of the Association, and such other
773 officers as the Board deems necessary, to provide surety bonds (or an equivalent form of coverage),
774 indemnifying the Association against larceny, theft, embezzlement, forgery, misappropriation, wrongful,
775 abstraction, willful misapplication and other acts of fraud or dishonesty, in such sums and with such
776 sureties as may be approved by the Board of Directors and any such bond (or equivalent form of
777 coverage) must specifically include protection for any insurance proceeds received for any reason by the
778 Board. The expense of any such bonds (or equivalent form of coverage) will be a Common Expense.

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781 **ARTICLE VIII**

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783 **Committees**

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785 The Board of Directors, by resolution adopted by a majority of the Board of Directors, may create
786 or appoint one (1) or more committees to assist the Board in carrying out the purposes of the Association.
787 Committee members do not need to be members of the Board of Directors.

788 Each committee, to the extent provided in such resolution or as authorized by the Act, Articles,
789 Declaration, these Bylaws, or the Board, will have the authority and duties assigned to it by the Board,
790 except that no committee may:

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- a. Adopt, amend or repeal the Articles of Incorporation;
 - b. Approve or recommend a plan of merger or consolidation of the corporation not requiring Member approval;
 - c. Approve or recommend to the Members the sale, pledge, lease, transfer or exchange of all or substantially all of the assets of the Corporation;
 - d. Approve or recommend to the Members the dissolution of the Corporation or a revocation thereof;
 - e. Adopt, amend, or repeal the Bylaws of the Corporation;
 - f. Fill vacancies on the Board of Directors or committees;
 - g. Elect, appoint or remove Directors or members of committees;
 - h. Fix the compensation of any member of such committee; or
 - i. Alter or repeal any resolution of the Board of Directors that by the resolution's own terms cannot be amended or repealed.

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Unless the Board directs otherwise, the committee's members may determine when the committee meets and how it performs its duties. The Board of Directors has the power at any time to: a) change the number of committee members; b) change the actual members of a committee; and c) end or discharge a committee. The creation of a committee does not relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by the Indiana Nonprofit Corporation Act of 1971, as amended.

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ARTICLE IX

Records of the Association

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Section 1. In General. Current copies of the Declaration, the Articles, the Bylaws, rules and regulations, other corporate documents concerning the Real Estate or the Association and its operation required to be kept and made available for inspection will be available for inspection by any member or other properly designated party at the principal office of the Association or other designated location selected by the Board during reasonable business hours or under other reasonable circumstances, where copies of the same may be purchased at reasonable cost.

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The Association will keep detailed books of account showing all expenditures and receipt of administration which will specify the Common Expenses incurred by or on behalf of the Association and the members. The accounts, books, records, financial statements, and other papers of the Association will be open for inspection by any member upon written request submitted to the Board at least five (5) days in advance of the inspection date, and said inspection is to be made during reasonable business hours or under other reasonable circumstances. Any holder, insurer, or guarantor of a first mortgage on a Lot will be entitled upon written request to receive a financial statement for the immediately preceding fiscal year. The Association is entitled to reimbursement from the party requesting to inspect records any reasonable administrative or reproduction expenses incurred by the Association as a result of the records request.

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The Association reserves the right to require any member to request inspection of the accounts, books, records, financial statements, and other papers of the Association according to the requirements set forth under the Indiana Nonprofit Corporation Act of 1971, specifically Indiana Code 23-17-27 et seq., IC 32-25.5-3-3(g) through (m), and any amendments or changes to these laws. The Association reserves the right to deny an owner access to any records that are not required to be opened for inspection under Indiana law. The Association also reserves the right to charge owners requesting inspection of Association records reasonable copy and search charges and other charges as allowed or not prohibited by law.

841 **Section 2. Record Retention.** Except for ballots voting on a covenant amendment, the
842 Association must keep ballots for a period of ninety (90) days following the meeting date where an election
843 or vote was held. After ninety (90) days has passed, any vote taken at the meeting will be presumed valid
844 and accepted by the membership and the ballots may be destroyed by the Board or their designated agent.
845 Ballots voting on an amendment to the covenants must be permanently retained in the corporate records
846 unless they are attached to the recorded document.

847 In addition, other records of the Association not essential for tax purposes, such as meeting minutes,
848 must be kept for a period of two (2) years before being destroyed. Financial records essential for a state or
849 federal tax audit, if one is ever conducted, must be kept for seven (7) years before being destroyed.

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852 **ARTICLE X**

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Execution of Instruments

856 **Section 1. Checks, Draft, etc.** All checks, drafts, or other orders for the payment of money,
857 obligations, notes or other evidences of indebtedness of the Association must be signed or endorsed by two
858 (2) parties consisting of either: a) two (2) officers; or b) one (1) officer and the managing agent, unless the
859 amount of instrument is \$3,000.00 or more, in which case it must be signed by two (2) officers.

860 Signatories on each account held by the Association must be designated and approved by a majority
861 vote of the Board, and the signatories may be removed and/or replaced at any time by a majority vote of
862 the Board.

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865 **Section 2. Contracts.** All contracts, agreements, deeds, conveyances, mortgages and similar
866 instruments authorized by the Board of Directors must be signed, unless otherwise directed or permitted by
867 the Board of Directors, by the President and attested by the Secretary or another officer.

868 Except as provided in these Bylaws, no officer, agent, or employee has the power to bind the
869 Association or to render it liable for any purpose or amount unless the act is previously authorized or later
870 ratified by the Board of Directors.

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ARTICLE XI

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Assessments and Fiscal Year

876 **Section 1. Assessments.** Each Owner is obligated to pay to the Association annual and special
877 assessments as more specifically described in the Declaration. The assessments are secured by a continuing
878 lien upon the property against which the assessment is made. Any assessments which are not paid within
879 thirty (30) days of the due date are considered delinquent.

880 If the assessment is not paid within thirty (30) days after the assessment falls due, the assessment
881 may bear interest from the date of delinquency at the rate of eight percent (8%) per annum (simple interest),
882 or the current statutory maximum annual interest rate, whichever is less. In lieu of interest, the Association
883 may impose a reasonable annual late fee on all delinquencies. The Board will determine the amount of the
884 late fee, the time period before the late fee is imposed, and make any other provisions for late fees and/or
885 interest charges on late payments as the Board, in its sole discretion, deems appropriate. The Board may
886 also adopt specific collection procedures to be used in collecting assessments and pursuing delinquent
887 accounts.

888 If the Association incurs administrative fees or expenses as a result of collecting delinquent
889 amounts, including fees charged to the Association by the Association's management company as part of a
890 contractual agreement for the handling of collection matters for the Association, the Owner must reimburse
891 the Association these fees.

892 If the Association employs legal counsel to pursue the collection of unpaid amounts owed to the
893 Association, the Owner must reimburse to the Association any collection costs or expenses for the sending
894 of collection letters or other correspondence or communication prior to the filing of legal action, or for the
895 Association's attorney to take any other action in an attempt to collect the unpaid amounts.

896 The Association may bring an action at law against the Owner personally obligated to pay the
897 assessments or charges, or it may foreclose the lien against the property, or both, and there will be added to
898 the amount of the Owner's account balance the costs of preparing the collection notices and letters,
899 preparing and filing the complaint in such action, interest or late fees on any assessment as above provided,
900 administrative or management company charges for the handling of the collection account, and reasonable
901 attorneys' fees, together with the court costs of the action.

902 In addition, an Owner who becomes more than thirty (30) days delinquent on any assessment or
903 other payment due to the Association will not be eligible to: a) vote on any Association matter, either in
904 person or by proxy; b) act as a proxy for another Owner; c) be elected or serve on the Association's Board
905 of Directors; or d) use any of the Common Area facilities, if any.

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907 **Section 2. Fiscal Year.** The fiscal year of the Association begins at the beginning of the first day
908 of January in a calendar year and ends at the close of the last day of December of the same calendar year.
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910 911 ARTICLE XII

912 913 **Rules and Regulations; Enforcement**

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915 **Section 1. Rules and Regulations.** The Board has the authority to create, adopt, revise, amend
916 or alter from time to time such additional rules and regulations with respect to use, occupancy, operation,
917 enjoyment, and architectural additions or modifications of the Property, including the individual lots, streets
918 (whether public or private), and any other portion of the Property, including the personal conduct of the
919 members and guests thereon, as in the sole discretion of the Board are deemed necessary or advisable.
920 Copies of any rules and regulations adopted by the Board must be delivered to all owners at their last known
921 address or recorded in the Office of the Marion County Recorder.

922 All rules, regulations, policies, procedures and guidelines are binding and enforceable upon each
923 and every lot and member, including all occupants, guests and invitees of any lot or member in the
924 Development the same as if it were expressly set forth in the Declaration itself. Any rules, regulations,
925 policies, procedures and guidelines adopted by the Board may be specifically overruled, cancelled, or
926 modified by the Board or at a duly called and constituted regular or special meeting of the members by a
927 majority vote of all eligible members of the Association.
928

929 **Section 2. Enforcement in General.** Any party subject to the Declaration or these Bylaws, including
930 the Association or any individual owner, may proceed at law or in equity to prevent the occurrence,
931 recurrence or continuation of any violation of the Declaration, these Bylaws, or any properly adopted rules,
932 regulations, policies, procedures or guideline of the Association. However, the Association may not be
933 held liable for damages of any kind, including legal fees and costs, to any owner or person for failing to
934 enforce or carry out any of the provisions of the Declaration or these Bylaws.

935 No delay or failure on the part of the Association or any owner to seek any available remedy regarding
936 a violation of any provision of the Declaration or adopted rule of the Association will be a waiver by the
937 Association or any owner (or an estoppel of that party to assert) any right available to him upon the
938 occurrence, recurrence or continuation of a violation of the Declaration or rule adopted by the Association.
939 Likewise, no delay or failure of the Association or any owner to enforce any particular provision of the
940 Declaration or rule adopted by the Association will be a waiver or estoppel of the Association or owner to
941 enforce any other provision of the Declaration or rule adopted by the Association.
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943 **Section 3. Costs and Attorney Fees.** The provisions of the Declaration, Articles, Bylaws, and rules,
944 regulations and architectural guidelines for the Association, including any amendments or modifications
945 made to them, are binding and enforceable upon each and every Lot and Lot Owner in the Association. For
946 any violation of the Declaration, Articles, Bylaws, or rules, regulations or architectural guidelines adopted
947 by the Board, each owner in violation may be subject to an action at law or in equity by the Association to
948 enjoin the violation, or pursue any other relief or remedy as may be set forth in the Declaration, Articles,
949 Bylaws or rules and regulations.

950 If the Association takes any action to enforce any provision or restriction in the Declaration,
951 Articles, Bylaws, or properly adopted rules, regulations and architectural guidelines of the Association,
952 including such acts as the preparing and sending of violation letters, towing of vehicles, self-help, or filing
953 a legal action in the courts, then the Association will be entitled to reimbursement from the party or parties
954 found to be in violation of a covenant, rule or guideline of all its costs and expenses, including reasonable
955 attorney fees, administrative charges by a management agent, and court costs, for the enforcement action.

956 The remedies in this provision are in addition to, or supplement, any remedies of the Association
957 identified in the Declaration, Articles, Bylaws or Rules and Regulations, and may be used or applied to any
958 enforcement activity or action taken by the Association to stop a violation of the Declaration, Articles,
959 Bylaws or any properly adopted rule, regulation or guideline of the Association.

960 These remedies are adopted to maintain the intent and spirit of the Declaration, Articles or Bylaws
961 that the Association and its members should not be penalized or suffer a financial loss to the Association's
962 operating budget for the cost of any enforcement effort necessary to gain or achieve an Owner's compliance
963 with the terms and restrictions set forth in the Declaration, Articles, Bylaws or any properly adopted rule,
964 regulation or guideline of the Association.

965 966 **ARTICLE XIII**

967 **Amendments**

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970 **Section 1. Amendments.** The Board of Directors of the Association may alter, amend, repeal the
971 Revised and Restated Code of Bylaws or adopt a new Code of Bylaws for the Association, without the
972 approval of the Members, by an affirmative vote of the majority of the members of the Board of Directors
973 of the Association.

974
975 **Section 2. Recording.** While the Revised and Restated Code of Bylaws does not have to be
976 recorded under Indiana law, if the Board decides at any point in time to record the Revised and Restated
977 Code of Bylaws, the Bylaws, including all future amendments or changes thereto, must be executed by the
978 President and Secretary of the Board and recorded in the Office of the Marion County Recorder before
979 becoming effective.

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981 **Section 3. Document Conflicts.** In the case of any conflict between the Declaration and the
982 Articles, the Declaration will control. In the case of any conflict between the Declaration and these Bylaws,
983 the Declaration will control. In the case of any conflict between the Articles and these Bylaws, the Articles
984 will control.

985 **ARTICLE XIV**

986 **Applicable Indiana Laws**

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989 The provisions of the Indiana Nonprofit Corporation Act of 1971, as amended, along with Indiana
990 Code ("IC") 32-25.5-3-3(g) through (m), IC 32-25.5-3-10, IC 32-25.5-5, and any other laws applicable to
991 the Association or any matter not herein specifically covered by these Bylaws, are hereby incorporated by
992 reference in and made a part of these Bylaws.

993 **[End of Bylaws]**

994
995 We certify that this Revised and Restated Code of Bylaws of the Eagle Valley Farms Country Village
996 Homeowners Association, Inc. was approved by a majority vote of the Board of Directors of the
997 Association.
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999

1000
1001 EAGLE VALLEY FARMS COUNTRY VILLAGE HOMEOWNERS ASSOCIATION, INC.
1002

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1005 Max Roe 1/11/2015
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1007 President Date

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1009 Max Roe
1010 Printed Name of Director

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1016 ATTEST:

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1020 Jane Stevenson 1/11/2016
1021 Secretary Date

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1023 JANE STEVENSON
1024 Printed Name of Director

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STATE OF INDIANA)
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 COUNTY OF MARION)

Before me a Notary Public in and for said County and State, personally appeared Jane Stedenson and Max Roe, the President and Secretary, respectively, of Eagle Valley Farms Country Village Homeowners Association, Inc., who acknowledged execution of the foregoing Revised and Restated Code of Bylaws for Eagle Valley Farms Country Village Homeowners Association, Inc. and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal of this 11 day of January, 20 16.

Pamela K. Roe
 Notary of Public - Signature

"OFFICIAL SEAL"
 Pamela K. Roe
 Notary Public,
 State of Indiana

Marion
 County of Residence

Pamela K. Roe
 Printed

1/11/2018
 Date Commission Expires

I hereby affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. -Scott A. Tanner

This document was prepared by and should be returned to:
 Scott A. Tanner, TANNER LAW GROUP, 6125 S. East St. (U.S. 31), Indianapolis, IN 46227
