

## CODE OF BY-LAWS

### INDIGO SPRINGS HOMEOWNERS' ASSOCIATION, INC.

#### ARTICLE I

##### Identification

Section 1. Name. The name of the corporation is "Indigo Springs Homeowners' Association." (hereinafter referred to as "the Corporation")

Section 2. Principal Office and Resident Agent. The post-office address of the principal office of the Corporation is *1278 N. State St., P.O. Box 147, Greenfield, IN 46140.*

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of January in each year and end at the close of the last day of December next succeeding.

#### ARTICLE II

##### Members

Section 1. Membership. Every Owner, as defined in a certain declaration of covenants, conditions and restrictions of Indigo Springs ("Declaration") as recorded or to be recorded in the office of the Recorder of Hancock County, Indiana, and the members of the first Board of Directors of the Corporation as specified by its Articles of Incorporation or their successors as appointed under the Declaration shall be a member of the Corporation.

Section 2. Place of Meeting. All meetings of members of the Corporation shall be held at such place, *within Hancock County*, Indiana as may be determined by the Board of Directors and specified in the notices or waivers of notice thereof or proxies to represent members at such meetings.

Section 3. Annual Meeting. The annual meeting of members shall be held on the second Thursday in December of each year, if such day is not a legal holiday, or if a legal holiday, then on the next succeeding business day which is not a legal holiday. *The purpose of the annual meeting shall be to approve the proposed budget followed by the election of officers for the next year as well as any other business deemed necessary by the Board of Directors.*

Section 4. Special Meetings. Special meetings of members may be called at any time for the purpose of considering matters which require the approval of all or some of the voting members, or for any other reasonable purpose. Any such special meeting shall be called by written notice, authorized by a majority of the Board, or by one-third (1/3) of the members, delivered not less than seven (7) days prior to the date fixed for such meeting. The notices shall specify the date, time and place of the meeting and matters to be considered.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be mailed *via U.S. Mail* by the Secretary of the Corporation to each member of record of the Corporation at such address as appears upon the records of the Corporation, at least *eighteen (18)* days before the date of the meeting. Notice of any meeting of the members may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or the purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 6. Voting and Meetings.

- (a) Voting Rights. In the event any Lot is owned by more than one person, such persons shall designate one (1) person with respect to such Lot who shall be entitled to vote at a meeting of the members. Such person shall be known as the "Voting Member." Such Voting Member may be the Owner or one of the group comprised of all the Owners of a Lot, or may be some person designated by such Owner or Owners to act as proxy on his or their behalf and who need not be an Owner. Any or all of such Voting Members may be present at any meeting of the Voting Members and may vote or take any action as a Voting Member, either in person or by proxy.
- (b) Proxies. A Voting Member is entitled to vote either in person or by proxy, executed in writing by such Voting Member or by his or her duly authorized attorney-in-fact and delivered to the Secretary of the meeting. Proxies shall be valid only for the particular meeting designated thereon and must be filed with the Secretary before the scheduled time of the meeting. In any meeting of the Voting Members called for the purpose of electing the Board of Directors of the Corporation each Voting Member shall be permitted to cast the number of votes to which he is entitled, as hereinabove set forth, for each Director of the Corporation to be elected at such meeting.
- (c) Quorum and Adjournments. The Presence in person or by proxy of the Voting Members constituting the representation of *twenty-five percent (25%)* of the total *eligible* voters shall constitute a quorum. Unless otherwise expressly provided herein, any action may be taken at any meeting of the Voting Members at which a quorum is present upon the affirmation vote of the Voting Members having a majority of the total votes present at such meeting. Any meeting of the Voting Members, including both annual and special meetings and any adjournments thereof, may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 7. List of Voting Members. At least five (5) days before each meeting of Voting Members, the Secretary of the Corporation shall prepare or cause to be prepared a complete list of the Voting Members of the Corporation entitled to vote at such meeting arranged in alphabetical order with the address of such Voting Members and shall be subject to inspection by a record Voting Member. The original or duplicate membership record shall be the only evidence as to the persons who are entitled as Voting Members to examine such lists or to vote at such meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Voting Members may be taken without a meeting, if prior to such action, a written consent thereto, setting forth the action so taken, is signed by all the Voting Members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the Voting Members. Such consent shall have the same effect as a unanimous vote of the Voting Members.

### ARTICLE III

#### Directors

Section 1. Number and Term of Office. The Board of Directors shall consist of *no less than five (5) and no more than seven (7)* members, each of whom must be an Owner who maintains his principal residence on a Lot. The Directors shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total vote. The board shall be elected by the Voting Members at their annual meeting *in December. Beginning with the 2008 elections, the three (3) Directors with the most votes will serve two (2) year terms, the other directors will serve one (1) year terms. Thereafter, all directors will serve two (2) years terms* and shall hold office until *the expiration of their term of office*. If a member of the Board shall cease to meet any qualification herein required for a member of the Board and his place on the Board shall be deemed vacant. The Voting Members may remove any member of the Board with or without cause, and elect a successor at a meeting of the Voting Members called expressly for such purpose.

Section 2 Vacancies. Vacancies occurring in the membership of the Board of Directors cause by resignation, death or incapacity, or increase in the number of Directors shall be filled by a majority vote of the remaining members of the Board, and each Director so elected shall serve until *their specified term of office has been fulfilled*. Notice specifying any increase in the number of Directors and the name, address and principal occupation of and pertinent information about any Director elected to fill any vacancy shall be given in the next mailing sent to the Voting Members after such increase or election.

Section 3. Annual Meetings. The Board of Directors shall meet annually, without notice, immediately following, and at the same place as, the annual *election* meeting of the Voting Members.

Section 4. Regular Meetings. Regular meetings shall be held at such times and places, either within *Hancock County, Indiana*, as may be determined by the President or Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by the majority of the Board of Directors, at any place within *Hancock County, Indiana*, upon twenty-four (24) hours notice, specifying the time, place and general purpose of the meeting, given to each Director personally, by telephone, telegraph, or notice may be given by mail if mailed at least three (3) days before such meeting.

Section 6. Waiver of Notice. Any Director may wave notice of any meeting in writing. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting.

Section 7. Quorum. A majority of the entire Board of Directors then qualified and acting shall constitute a quorum and be sufficient for transaction of any business, except for filling vacancies in the Board of Directors which shall require action by the majority of the remaining Directors. Any act of the majority of the Directors present at a meeting at which a quorum shall be present shall be the act of the Board unless otherwise provided for by law or by these By-Laws. A majority of the Directors present may adjourn any meeting from time to time. Notice of an adjourned meeting need not be given other than by announcement at the time of adjournment.

Section 8. Action by Written Consent. Action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior such action, a written consent thereto is signed by all the members of the Board, and such written consent is filed with the minutes of the proceedings of the Board.

## ARTICLE IV

### Officers

Section 1. Number of Officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such officers or assistant officers of the Board shall from time to time create and so elect. Any two (2) or more offices may be held by the same person, except the duties of the President, Secretary and Treasurer shall not be performed by the same person. The President shall be chosen from among the Directors. Officers shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total votes.

Section 2. Election and Terms. Each officer shall be elected by the Board of Directors at the annual meeting *in December* and shall hold office until *their specified term of office is fulfilled* or until his/her successor shall have been elected and qualified or until his death, resignation or removal. Any officer may be removed at any time, with or without cause, by a vote of the majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided, however, that election of an office shall not of itself create contract rights.

Section 3. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until the next annual *election* of the Board or until his or her successor is duly elected and appointed.

Section 4. President. The President shall be the chief executive of the Corporation; shall preside at all meetings of the Voting Members and of the Board of Directors; shall have general and active supervision, control and management of the affairs and business of the Corporation, subject to the orders and resolutions if the Board; shall have general supervision and direction if all officers, agents and employees of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and in general shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him by the Board.

The President shall have full authority to execute proxies in behalf of the Corporation, and to execute, with the Secretary, powers of attorney appointed other corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of the laws of the State of Indiana, the Declaration, the Articles of Incorporation and this Code of By-Laws.

Section 5. Secretary. The Secretary shall attend all meetings of the Board and of the Voting Members and shall act as Secretary of such meetings; shall give or cause to be given all notices provided for in the By-Laws or required by law; shall record all votes and minutes of all proceedings of the meetings of Voting Members and the Board in a book to be kept for that purpose; shall be custodian of the records of the Corporation; shall have charge of the lists of Voting Members; and in general shall exercise all powers and perform all duties as may be from time to time assigned to him or her by the Board or by the President.

Section 6. Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation; shall be the custodian of the corporate funds and securities; shall immediately deposit, in the name and to the credit of the Corporation, all moneys and other valuable effects of the Corporation in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board or by the President; and in general, shall exercise all powers and perform all duties customarily incident to such office and such other powers and duties as may from time to time be assigned to him or her by the Board or President. *The Treasurer shall be bonded upon taking office.*

## ARTICLE V

### Books and Records and Assessments

Section 1. Books and Records in General. The Board of Directors shall keep full and correct books of account in chronological order of the receipts and expenditures affecting the "Development" as defined in the Declaration, specifying and itemizing the maintenance and repair expenses of the Development and other expenses incurred. Such records and the vouchers authorizing the payments shall be available for inspection by any Owner or any representative of an Owner duly authorizing in writing, at such reasonable time or times during normal business hours as may be requested by Owner. Upon ten (10) days notice to the Board and payment of a reasonable fee, any Owner shall be furnished a statement in recordable form of his account setting forth the amount of any unpaid assessment or other charges due and owing from such Owner, and such amount shall be binding upon the Board of the Corporation, and any mortgagee or grantee of such Owner furnished with such statement shall not be liable for, and the Lot of such Owner shall not be conveyed subject to a lien for, any unpaid assessment in excess of the amount set forth in such statement.

Section 2. Assessments. Each Owner is obligated to pay the Corporation annual and special assessments, as more specifically described in the Declaration. The assessments are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days shall be delinquent. If an assessment is not paid within such period, it shall bear interest at the rate of one percent (12%) per annum, as provided in the Declaration. In addition, the applicable Owner shall be charged a late fee with respect to such assessment, as from time to time determined by the Board of Directors of the Corporation. Unless and until changed by the Board of Directors, such late fees shall be twenty dollars (\$20.00) *after thirty (30) days from the specified due date and an additional thirty dollars (\$30.00) after ninety (90) days from the specified due date.* The Corporation shall have such rights of collection as specified in the Declaration and all costs incurred thereof.

## ARTICLE VI

### Execution of Instruments

#### Section 1. Checks, Drafts, etc.

- (a) All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes or other evidences of indebtedness of the Corporation shall be signed or endorsed by such officers of the Corporation as shall be from time to time designated by the Board of Directors.
- (b) *All accounts shall have the President, Secretary and Treasurer as designated signees. All checks must be signed by at least two (2) of the three (3) signees.*

Section 2. Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President and attested by the Secretary.

## ARTICLE VII

### Amendments and Definitions

Section 1. Amendments. These By-Laws may be altered, amended or repealed from time to time by a majority vote of the *entire* Board at any regular or special meeting if the notice or waiver of notice of said meeting shall have stated that the By-Laws are to be amended, altered or repealed or if all members of the Board of Directors at the time are present at said meeting.

Section 2. Definitions. The terms used in these By-Laws shall have the same meaning as the same terms as defined and used in the Declaration.

## ARTICLE VIII

### The Indiana Nonprofit Corporation Act of 1991

The provisions of the Indiana Nonprofit Act of 1991, as amended. Applicable to any of the matters not herein specifically covered by these By-Laws, are hereby incorporated by reference in and made a part of these By-Laws.

Adopted: *September 25, 2008*