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2 **Cross-Reference:**

3 Cedar Springs, Section 1 (Plat), Instrument # 1994-0110189

4 Cedar Springs, Section 2 (Plat), Instrument # 1995-0154168

5 Cedar Springs, Section 3 (Plat), Instrument # 1996-0127098

6 Cedar Springs, Declaration of Covenants, Instrument # 1994-0110188

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10
11 **REVISED AND RESTATED CODE OF BYLAWS**

12
13 for

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15 **CEDAR SPRINGS HOMEOWNERS ASSOCIATION, INC.**

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19 COMES NOW the Cedar Springs Homeowners Association, Inc., by its Board of Directors, on
20 this ____ day of _____, 20____, and states as follows:

21
22
23 **WITNESSETH THAT:**

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25
26 **WHEREAS**, the residential community in Marion County, Indiana, commonly known as
27 Cedar Springs was established upon the recording of certain Plats and other documents with the
28 Office of the Recorder for Marion County, Indiana; and

29
30 **WHEREAS**, the Plat for Cedar Springs, Section 1, was recorded with the Office of the
31 Marion County Recorder on July 15, 1994, as **Instrument #1994-0110189**; and

32
33 **WHEREAS**, the Plat for Cedar Springs, Section 2, was recorded with the Office of the
34 Marion County Recorder on November 29, 1995, **Instrument #1995-0154168**; and

35
36 **WHEREAS**, the Plat for Cedar Springs, Section 3, was recorded with the Office of the
37 Marion County Recorder on September 13, 1996, **Instrument #1996-0127098**; and

38
39 **WHEREAS**, the foregoing Plats contain Covenants which run with the land, namely the
40 Declaration of Covenants, Conditions and Restrictions of Cedar Springs (“Declaration”), and any
41 amendments thereto, recorded with the Office of the Marion County Recorder on July 15, 1994,
42 as **Instrument #1994-0110188**, which state that by taking a deed to any Lot as set forth on the
43 above listed Plats for Cedar Springs development, each owner becomes a mandatory member of
44 the Cedar Springs Homeowners Association, Inc., an Indiana non-profit corporation
45 (“Association”); and
46

79
80 **REVISED AND RESTATED**

81
82 **CODE OF BYLAWS**

83
84 **for**

85
86 **CEDAR SPRINGS HOMEOWNERS ASSOCIATION, INC.**

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91 **ARTICLE I**

92 **Identification**

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95 **Section 1. Name.** The name of the corporation is “Cedar Springs Homeowners Association,
96 Inc.” (also referred to as “Corporation” or “Association”).
97

98 **Section 2. Principal Office and Resident Agent.** The name and post office address of the registered
99 office of the Association is: Cedar Springs Homeowners Association, Inc., P.O. Box 29476, Indianapolis,
100 IN 46229, or as updated from time to time with the Indiana Secretary of State’s Office.

101 The registered agent of the corporation is currently: Linda Laurie, 426 Blue Springs Drive,
102 Indianapolis, IN 46239. However, it should be noted that the registered agent may be a member of the
103 Board of Directors, hired management agent, or other professional representing the Association and can
104 potentially change from year to year. Therefore, the current registered agent of the Association may be
105 determined through the most recent annual business entity report filed with the Indiana Secretary of
106 State’s office.

107 Until the Board of Directors otherwise determines, the registered office of the Association shall
108 be the registered place of business of the Association, but such registered office may be changed from
109 time to time by the Board of Directors in the manner provided by law and need not be identical to the
110 registered place of business of the Association.
111

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114 **ARTICLE II**

115 **Definitions**

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117
118 **Section 1.** “Act” means the Indiana Nonprofit Corporation Act of 1991 and any subsequent
119 amendments thereto.
120

121 **Section 2.** “Articles of Incorporation” or “Articles” means the Articles of Incorporation of the
122 Corporation filed with the Office of the Secretary of State of Indiana, as the same are or hereafter may be
123 amended from time to time.
124

125 **Section 3.** “Association” or “Corporation” means the Cedar Springs Homeowners Association,
126 Inc.
127

128 **Section 4.** “Board of Directors” means the Board of Directors of the Corporation.
129

130 **Section 5.** “Bylaws” means the most current Code of Bylaws, including any amendments or
131 revisions, adopted by the Association.
132

133 **Section 6.** “Declarant” or “Developer” means Crossmann Communities Partnership, an Indiana
134 general partnership and its successors and assigns.
135

136 **Section 7.** “Declaration” refers to the Declaration of Covenants, Conditions and Restrictions of
137 Cedar Springs that was recorded with the Office of the Marion County Recorder on July 15, 1994, as
138 **Instrument #1994-0110188**, and all subsequent amendments thereto.
139

140 **Section 8.** “Director” means a member of the Board of Directors either elected or appointed in
141 accordance with these Bylaws.
142

143 **Section 9.** “Owner” also referred to as “Member” or “Lot Owner”, means the record owner,
144 whether one or more persons or entities, of the fee simple title to any Lot which is part of the Property,
145 including contract sellers, but otherwise excluding those having such interest merely as security for the
146 performance of an obligation.
147

148 **Section 10.** “Property”, “Properties”, “Real Estate” “Development” and “Tract” shall mean and
149 refer to the real estate described in the Declaration, identified in the exhibits attached to the Declaration,
150 and/or set forth on the various recorded Plats of the Cedar Springs Development, and any property
151 subsequently annexed thereto pursuant to the Declaration.
152

153 **Section 11.** All other terms used in these Bylaws not set forth herein are to be interpreted as
154 defined and used in the Declaration.
155

156 **ARTICLE III**

157 **Membership, Meetings, and Voting Rights**

161 **Section 1. Membership:** Reference is hereby made to the Declaration and Articles which set
162 forth terms, provisions, and conditions governing and relating to membership in the Association and the
163 transfer of membership and voting rights of classes of members, all of which terms, provisions and
164 conditions are incorporated herein by reference.
165

166 **Section 2. Quorum and Adjournments:** Except as otherwise stated herein, at any meeting of
167 the membership, unless otherwise stated in these Bylaws or in the Declaration, the presence of members,
168 in person or by proxy, entitled to cast five percent (5%) of the total number of valid and eligible owner
169 votes shall constitute a quorum. For purposes of this section, the term “eligible” means any owner whose
170 privileges are not suspended for any reason as set forth in the Declaration, Articles or these Bylaws. If a
171 member has had his voting rights suspended pursuant to the Declaration, Articles or these Bylaws, that
172 vote is not considered a valid or eligible vote toward calculating quorum requirements. After a member’s
173 vote is represented, either in person or by proxy, for any purpose at a meeting, the vote will be considered
174 present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.
175 Except as otherwise provided in the Declaration, Articles or these Bylaws, each question or action will be
176 deemed passed if approved by a simple majority of the eligible votes cast by the members present, in
177 person or by proxy, at a meeting at which a quorum is present.
178

179 In the event a quorum is not present at any meeting called under authority of these Bylaws, that
180 meeting may be adjourned to another date not more than sixty (60) days later. At this subsequent
181 meeting, or meetings, the quorum shall be satisfied simply by the total number of valid and eligible owner
182 votes in attendance at the meeting, either in person or by proxy. However, no subsequent meeting(s) may
183 be called more than sixty (60) days after the preceding meeting without providing new notice to the
184 members.

185 The quorum for meetings at which: a) an increase of more than ten percent (10%) of the annual
186 assessment from the previous year is to be voted upon, or b) a special assessment is to be voted upon, the
187 presence of owners, in person, by ballot or by proxy, entitled to cast sixty percent (60%) of the total
188 number of eligible voting owner votes shall constitute a quorum at the first meeting. If a sixty percent
189 (60%) quorum is not met at the first meeting for one of the above issues, then a subsequent meeting(s)
190 may be called within sixty (60) days, and the quorum requirement at the subsequent meeting(s) shall drop
191 by one-half of the quorum requirement at the preceding meeting until a meeting where quorum exists is
192 held. However, no subsequent meeting(s) may be called more than sixty (60) days after the preceding
193 meeting.
194

195 **Section 3. Meetings:** Meetings of the Members of the Association will follow these provisions:
196

197 A. **Place.** Meetings of the Members are to be held in Marion County, Indiana, at a place
198 selected by the Board of Directors of the Association.
199

200 B. **Annual Meeting.** The Board of Directors of the Association will set a date for the
201 Association's Annual Meeting to be held each year. The only limitation to setting the
202 date for the Annual Meeting is that the Annual Meeting must be held no more than fifteen
203 (15) months after the previous annual meeting. However, the specific date, time and
204 place of the Annual Meeting are to be determined by the Board of Directors. At each
205 Annual Meeting, the Members may conduct director elections, unless a separate date for
206 director elections is used, and transact any other Association business to be properly
207 addressed at the meeting.
208

209 C. **Special Meeting.** A Special Meeting of the Lot Owners may be called by: a) the
210 President; b) resolution approved by a majority of the Board of Directors; or c) by written
211 petition signed by at least ten percent (10%) of the lot owners. The petition must be
212 presented to the President or Secretary of the Association and must state the purpose(s)
213 for which the Special Meeting is to be called. A Special Meeting may be called by the
214 membership only to address items that are within the member's authority to review and
215 vote upon. The percentage required for a quorum has no impact on the percentage of
216 owner's necessary to approve an amendment to the Declaration.
217

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

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

230 D. **Notice of Meetings.** Except as otherwise stated herein, written or printed notices stating
231 the place, day and hour of a meeting and, in case of a special meeting, the purpose or
232 purposes for which the meeting is called shall be delivered or mailed by the Secretary of
233 the Corporation to each member of record of the Corporation entitled to vote at the
234 meeting, at such address as appears upon the records of the Corporation, at least ten (10)
235 days before the date of the meeting, but not more than sixty (60) days prior to the
236 meeting.

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

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

243 For meetings at which: a) an increase of more than ten percent (10%) of the
244 annual assessment from the previous year is to be voted upon, or b) a special assessment
245 is to be voted upon, the notice of such meeting must be sent to all Members at least thirty
246 (30) days in advance of the meeting date and not more than sixty (60) days before the
247 meeting date.
248

249 E. **Order of Business.** The order of business at meetings of the members shall, to the extent
250 applicable, be as follows:

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

262 **Section 4. Voting at Meetings.**

263
264 A. **Voting Rights.** Unless otherwise suspended, each Lot is entitled to cast one (1) vote on
265 each issue properly brought before the membership. In the event any Lot is owned by more
266 than one person, the owners must decide among themselves which owner is entitled to vote
267 at a meeting of the members. In the event the lot is owned by a corporation or other entity,
268 that entity may appoint a representative to cast the vote(s) for the lot.
269

270 B. **Proxies.** A member may vote either in person or by his duly appointed proxy. Where a
271 member's vote is by proxy, the member must designate his proxy in writing and deliver it to
272 the Secretary of the Corporation or any other officer or agent of the Association authorized
273 to tabulate votes. The proxy is effective once it is received by the Association.

274 A proxy must contain the member's printed name, address or Lot number, the member's
275 signature, and the date the proxy is executed (signed). A proxy is only valid for eleven (11)
276 months from the date of its execution unless a longer or shorter period of validity is
277 expressly set forth in the proxy. A proxy may be revoked in writing by the member prior to
278 being exercised or by the member's personal attendance at the meeting where the vote is to
279 be taken.

280 If a member signs more than one proxy appointment, the latest in time, if possible to
281 determine, is considered to be valid. If a member signs more than one (1) proxy to be used
282 at a particular meeting, and it cannot be determined which proxy is the latest in time, then
283 none of the member's proxies shall be counted or voted.
284

285 C. **Majority Required.** Except as otherwise provided in the Declaration, Articles, these
286 Bylaws, or Indiana law, each question or action voted upon at any member meeting will be
287 deemed passed if approved by a simple majority of the eligible votes cast by the members
288 present, in person or by proxy, at the meeting at which a quorum is present.
289

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

293 For purposes of this provision, the thirty (30) day period begins on the first day of the
294 fiscal year or the due date of the assessment as set by the Board of Directors pursuant to its
295 authority as set forth in the Declaration, whichever is later in time. If the amount due to the
296 Association is for an obligation other than assessments, such as reimbursement for a
297 covenant violation or court judgment, then the thirty (30) day period shall start on the date
298 the amount became due.

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

305 In addition, payment of delinquent accounts by any method other than cash at a meeting
306 where a vote will be held does not end any suspension under this provision until the funds
307 from the payment are actually received by the Association. The Board of Directors is free to
308 adopt additional rules regarding the suspension of voting rights as they deem necessary or
309 appropriate for the failure of an owner to pay any sums owed to the Association.

310 Furthermore, the Board of Directors of the Association, after declaring the existence of
311 such violation, shall have the right to suspend the voting rights of any member during the
312 period of any continuing violation of the Declaration, the Articles or these Revised and
313 Restated Bylaws.
314

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

- 319 a) the printed name of the lot owner;
 - 320 b) the signature of the lot owner;
 - 321 c) the lot(s) owned or being purchased by the lot owner; and
 - 322 d) the date the ballot is being signed.
- 323

324 Approval by written ballot is only valid if:

- 325 a) the number of votes cast in person and/or by ballot equals or exceeds the quorum required to
326 be present at a meeting authoring such action; and
 - 327 b) the number of approvals equals or exceeds the number of votes required to approve the matter
328 at a meeting.
- 329

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

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

337
338 If a meeting is to be held, then ballots may be mailed or personally delivered to the Association's
339 registered office prior to the meeting date; however, unless otherwise stated on the ballot, all ballots cast
340 by owners NOT attending the meeting must be RECEIVED at the Association's registered office by the
341 end of business at least two (2) calendar days prior to the date of the meeting in order to be counted.
342 Unless otherwise stated on the ballot, any ballots received less than two (2) calendar days prior to the
343 meeting date will not be counted.

344 If a meeting is NOT to be held, then owners must mail or personally deliver their ballot to the
345 Association's registered office by the due date stated on the ballot.

346 Only official ballots sent to the owners by the Association will be accepted. Unofficial ballots
347 will not be counted. Ballots must be received by the Association in a sealed envelope; ballots in open or
348 unsealed envelopes will not be counted. Each owner must fully fill out the ballot, print their name and
349 address and sign the ballot. The Board of Directors may adopt additional voting procedures for
350 submitting and processing ballots.

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

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

357
358 **Section 6. Record Date.** For all annual and special meetings of the Association where elections
359 or voting on any matters will be conducted, the record date for determining the owners entitled to notice
360 and eligible to vote at the meeting shall be forty-five (45) days prior to the date of the meeting. To be
361 clear, it is the owner's status as of the record date, not the date of the meeting, which determines whether
362 the owner is entitled to vote, be elected to the Board of Directors, etc.

363 364 365 **ARTICLE IV**

366 367 **Nomination and Election of Directors**

368
369 **Section 1. Nominations.** Nominations for the Board of Directors may be made by any Owner
370 from those persons eligible to serve. Such nominations may be made in writing and presented to the
371 Secretary of the Association prior to the date of the annual or election meeting. The Board has the
372 authority to set a deadline date for submitting written nominations prior to the annual or election meeting.

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

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

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

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

389 If there is a tie for a directorship position(s), the nominees involved in the tie may agree to the
390 end result without the need for a new run-off vote. If the nominees cannot resolve the election dispute by
391 agreement, then the presiding officer shall have the sole discretion to decide the issue by either: 1)
392 conducting a run-off ballot vote by the members; 2) draw from a hat; or 3) the flip of a coin.

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

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

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

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

419 **ARTICLE V**

420 **Board of Directors**

421 **Section 1. Number, Qualifications and Term of Office.**

422
423
424 **(a). Number.** The affairs of the Association shall be governed and managed by the Board of
425 Directors (herein collectively called the “Board” or “Directors” and individually called “Director”). The
426 Board of Directors shall be composed of three (3) persons, with the minimum number of Directors being
427 three (3) and the maximum number being five (5). The exact number of Directors may be increased or
428 decreased, as permitted by law, by resolution of the Board of Directors. However, if the number of
429 directors currently serving changes due to the resignation or removal of directors, or if an insufficient
430
431

432 number of members volunteer to fill all possible Board positions, the Board may continue to function
433 with the remaining number of directors until those vacancies are filled so long as there are at least three
434 (3) directors serving as required by the Act.
435

436 **(b). Qualifications.** A director must maintain his primary place of residence in the Cedar
437 Springs community. An owner is not eligible to serve as a director if his voting privileges have been
438 suspended for any reason as set forth in the Declaration, Articles or these Bylaws. No Lot may be
439 represented by more than one person or representative on the Board of Directors at the same time; nor can
440 an owner, along with a spouse, significant other or family member, hold more than one (1) directorship at
441 the same time, even if the owner, spouse, significant other, or family member owns more than one (1) lot
442 in Cedar Springs.
443

444 **(c). Term of Office Generally.** At the first election of directors held after this amendment is
445 adopted by the Board, one (1) director will be elected to serve a three (3) year term of office, one (1)
446 director will be elected to serve a two (2) year term of office, and one (1) director will be elected to serve
447 a one (1) year term of office. At all future director elections, all directors will be elected to serve a three
448 (3) year term of office.

449 In the event that the number of directors is increased or decreased by resolution of the Board, the
450 election terms, or rotation, of said directors shall be determined by the Board at the time the increase or
451 decrease is approved, so long as the election of directors continues to be staggered. If multiple directors
452 are being appointed by the Board to fill staggered Board vacancies, then the Board shall determine which
453 appointee shall serve each respective staggered term.

454 All directors must serve their full term and/or until their respective successors are properly
455 elected and qualified. A director may serve any number of consecutive terms.
456

457 **Section 2. Vacancies and Removal.**

458

459 **(a). Vacancies.** Any vacancy that occurs on the Board of Directors due to the death,
460 resignation or removal of a director will be filled by a new appointee approved by a majority vote of the
461 remaining directors, and the appointee will serve the remaining term of the vacant directorship, unless the
462 vacancy is caused by a director being removed from the Board by a vote of the membership at a special
463 meeting called for that purpose, in which case the Members in attendance at that special meeting must
464 select a replacement(s) to fill the position(s) of the removed director(s). Any director elected by the
465 Members to fill a vacancy on the Board will serve the unexpired portion of the vacant directorship.
466

467 **(b). Removal.** Any director may be removed from the Board of Directors, with or without
468 cause, by a two-thirds (2/3) vote of the Members of the Association at a special meeting called for such
469 purpose. The vacancy of a director removed by the Members at a special meeting shall be filled by the
470 Members in attendance at that same special meeting. Any director elected by the Members to fill such a
471 vacancy on the Board will serve the unexpired portion of the vacant directorship.

472 Pursuant to Indiana Code 23-17-12-10, as may be amended or re-codified from time to time, and
473 the Articles, the Board of Directors also has the right to remove a director from the Board “for cause” by
474 a majority vote of the remaining Board members.

475 For purposes of this provision, an act that constitutes “for cause” includes, but is not limited to: a)
476 failing to attend three (3) or more consecutive meetings of the Board of Directors; b) becoming ineligible
477 to serve on the Board according to any terms set forth in the Declaration, Articles or these Bylaws; c) acts
478 of fraud, theft, deception, or criminal behavior; d) breach or disclosure of confidential Board or owner
479 information to person(s) not on the Board; or e) performing any act in the name of or on behalf of the
480 Association that was not within the director’s duties as set forth under the Bylaws or was not authorized
481 or ratified by the Board.

482 Determination of whether “for cause” has been sufficiently established to justify removal of a
483 director is left to the sole discretion of the remaining directors and may not be overturned by judicial
484 action unless it is determined by a court of competent jurisdiction that the removal of the director was
485 contrary to the Act. The vacancy of a directorship due to a director being removed by a vote of the Board
486 shall be filled by a majority vote of the remaining directors, and the appointee will serve the remaining
487 term of the vacant directorship.
488

489 **Section 3. Duties of the Board of Directors.** The Board of Directors is the governing body of
490 the Association representing all of the Owners and is responsible for the functions and duties of the
491 Association, including but not limited to, providing for the administration of the Real Estate, the
492 management, maintenance, repair, upkeep and replacement of the Common Area (unless the same are
493 otherwise the responsibility or duty of Owners), and the collection and disbursement of the Common
494 Expenses.
495

496 The Board shall fulfill these duties in good faith, with the care an ordinarily prudent person in a
497 like position would exercise under similar conditions, and in a manner the Board believes to be in the best
498 interest of the Association. The availability of funds, the unforeseen or unexpected nature of expenses
499 caused by natural, administrative, or regulatory reasons, or any other factor or factors which may hinder
500 or prevent the Board from taking action to fulfill any of these duties shall be considered in determining
501 the reasonableness of the Board’s actions or failure to provide certain services or maintenance as provided
502 herein.

503 The Board may employ a managing agent upon such terms as the Board shall find, in its
504 discretion, reasonable and customary. The managing agent shall assist the Board in carrying out its
505 duties, which include, but are not limited to:

- 506 (a) maintenance, repair, replacement, landscaping, painting, decoration, furnishing, and
507 upkeep of the Common Areas, unless the same are otherwise the responsibility or duty of
508 Owners of Lots;
- 509 (b) procuring of utilities used in connection with the Common Areas (to the extent the same
510 are not provided and billed directly to Owners of Lots and Dwelling Units by utility
511 companies);
- 512 (c) assessment and collection from the Owners of the Owners’ respective shares of the
513 Common Expenses;
- 514 (e) preparation of the annual budget, a copy of which will be mailed or delivered to each
515 Owner at the same time as the notice of the annual or special meeting at which the same
516 is to be acted upon is mailed or delivered;
- 517 (f) preparing and delivering annually to the Owners an accounting of all receipts and
518 expenses incurred in the prior fiscal year;
- 519 (g) keeping a current, accurate and detailed record of receipts and expenditures affecting the
520 Common Areas and the business and affairs of the Association, itemizing the Common
521 Expenses when possible;
- 522 (h) procuring and maintaining for the benefit of the Association, the Owners, any Managing
523 Agent and the Board the insurance coverage required under this Declaration and such
524 other insurance coverage as the Board, in its sole discretion, may deem necessary or
525 advisable;
- 526 (i) paying taxes and assessments assessed against and payable with respect to the Common
527 Areas and paying any other necessary expenses and costs in connection with the
528 Common Areas and the Association;
- 529 (j) enforcing all covenants, restrictions, bylaws and rules and regulations set forth in the
530 Declaration, Articles, Bylaws or adopted rules and regulations;
531

- 532 (k) all other duties and obligations imposed upon the Association or the Board under this
533 Declaration, the Articles, the Bylaws or the Act.
534

535 **Section 4. Powers of the Board of Directors.** The Board of Directors shall have such powers
536 as are reasonable and necessary to accomplish the performance of their duties. These powers include, but
537 are not limited to, the power to:
538

- 539 (a) employ a managing agent to assist the Board in performing its duties;
540 (b) purchase, lease or otherwise obtain for the Association, to enable it to perform its
541 functions and duties, such equipment, materials, labor and services as may be necessary
542 in the judgment of the Board of Directors;
543 (c) employ legal counsel, architects, contractors, accountants and others as in the judgment
544 of the Board of Directors may be necessary or desirable in connection with the business
545 and affairs of the Association;
546 (d) employ, designate, discharge and remove such personnel as in the judgment of the Board
547 of Directors may be necessary for the maintenance, upkeep, repair and replacement of the
548 Common Areas, and to perform all other maintenance, upkeep, repair and replacement
549 duties of the Association and the Board;
550 (e) include the costs of performing all of its functions, duties and obligations as Common
551 Expenses and to pay all such costs there from;
552 (f) open and maintain a bank account or accounts in the name of the Association;
553 (g) create, adopt, revise, amend or alter from time to time such additional rules and
554 regulations with respect to use, occupancy, operation, enjoyment, and architectural
555 additions or modifications of the Project, including the individual lots, streets (whether
556 public or private), and the Common Areas, with these rules and regulations being in
557 addition to or supplementing the provisions set forth in the Declaration, as the Board, in
558 its discretion, deems necessary or advisable; provided, however, that copies of any such
559 additional rules and regulations so adopted by the Board must be promptly delivered to
560 all Owners;
561 (h) take any and all appropriate action, including legal action, if necessary, to enforce or gain
562 compliance by all Owners of the provisions, restrictions or requirements within
563 Declaration, Articles, Bylaws, or rules and regulations of the Association;
564 (i) grant to such public or private companies, entities or bodies as the Board may approve,
565 such easements as may be necessary to provide the Lots, Dwelling Units and Common
566 Areas with facilities for utility and similar services, including but not limited to cable
567 television facilities and service; provided that such easements are located within or are
568 co-extensive with any one or more utility easements, maintenance and access easements,
569 landscape and maintenance easements, or Common Areas shown upon, and identified as
570 such on, or provided for in, any subdivision plat of the Development, whether such plat is
571 heretofore or hereafter recorded;
572 (j) convey title of Common Area to Lot Owners to correct any overlaps or encroachments;
573 (k) borrow funds to perform its duties for the benefit of the Association and Owners and use
574 the assessments as collateral, if collateral is required, to secure such financing.
575

576 **Section 5. Annual Meeting.** The Board of Directors must meet annually, without notice,
577 immediately following, and at the same place as, the annual or election meeting of the membership; or at
578 the next regularly scheduled Board meeting, for the purpose of electing officers.
579

580 **Section 6. Regular Meetings.** Regular meetings of the Board of Directors shall be held at such
581 regular intervals, without notice, at such place and hour as may be determined from time to time by
582 resolution of the Board of Directors. If a regular meeting of the Board is to be held on a date other than a

583 regularly scheduled meeting date previously set by the board, then notice of the meeting must be provided
584 to each director at least forty-eight (48) hours prior to the meeting.
585

586 **Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by the
587 President or by a majority of the members of the Board of Directors, at any place within or without the
588 State of Indiana, upon twenty-four (24) hours notice, specifying the time, place and general purposes of
589 the meeting, given to each Director personally, by telephone or email. If notice is given by U.S. Mail, via
590 first class, postage pre-paid, mail, then notice of the special meeting must be sent at least three (3) days
591 before the meeting.
592

593 **Section 8. Notice and Waiver of Notice.** Notices of Board meetings shall be given to each
594 Director as set forth in these Bylaws. A Director waives formal meeting notice requirements by attending
595 the meeting or by voting in writing or email on any issue addressed at a meeting of the Board.
596

597 **Section 9. Quorum.** A majority of the entire Board of Directors then qualified and acting
598 constitutes a quorum for the purpose of transacting business, except for filling vacancies in the Board of
599 Directors which shall require action by a majority of the remaining Directors. Any act of the majority of
600 the Directors present at a meeting at which a quorum shall be present shall be the act of the Board unless
601 otherwise provided for by law or by these Bylaws. A majority of the Directors present may adjourn any
602 meeting from time to time. Notice of an adjourned meeting need not be given other than by
603 announcement at the time of adjournment.
604

605 **Section 10. Attendance at Board Meeting.** Any board member may participate in a board
606 meeting telephonically, such as a conference call, or electronically, such as internet video transmission, or
607 other internet or electronic communication by which all directors participating may hear each other during
608 the meeting.
609

610 **Section 11. Action Taken Without a Meeting.** Any action required or permitted to be taken at
611 a meeting of the Board of Directors or any committee may be taken without a meeting if the action is
612 approved by a majority of the entire Board in writing or via email. If an action is approved via writing or
613 email, evidence of the written or email approval must be made a part of the corporate Board minutes or
614 records. However, failure to keep documentation of the approval does not automatically invalidate the
615 decision.
616

617 **Section 12. Compensation.** No Director shall receive compensation for his services as such
618 except to the extent as may be expressly authorized by a majority vote of the Owners. However, any
619 Director may be reimbursed for his out-of-pocket expenses incurred in the performance of his duties.
620

621 **Section 13. Non-Liability of Directors.** The Directors shall not be liable to the Owners or any
622 other Persons for any error or mistake of judgment exercised in carrying out their duties and
623 responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross
624 negligence. The Association shall indemnify and hold harmless and defend each of the Directors against
625 any and all liability to any person, firm or corporation arising out of contracts made by the Board on
626 behalf of the Association, unless any such contract shall have been made in bad faith. It is intended that
627 the Directors shall have no personal liability with respect to any contract made by them on behalf of the
628 Association.
629

630 **Section 14. Additional Indemnity of Directors.** The Association shall indemnify, hold
631 harmless and defend any person, his heirs, assigns and legal representatives, made a party to any action,
632 suit or proceeding by reason of the fact that he is or was a Director of the Association, against the
633 reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection

634 with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as
635 otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such
636 action, suit or proceeding that such Director is liable for gross negligence or misconduct in the
637 performance of his duties. The Association shall also reimburse to any such Director the reasonable costs
638 of settlement of or judgment rendered in any action, suit or proceeding, if it shall be found by a majority
639 vote of the Owners that such Director was not guilty of gross negligence or misconduct. In making such
640 findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, no
641 Director shall be considered or deemed to be guilty of or liable for negligence or misconduct in the
642 performance of his duties where, acting in good faith, such Director relied on the books and records of the
643 Association or statements or advice made by or prepared by the Managing Agent (if any) or any officer or
644 employee thereof, or any accountant, attorney or other person, firm or corporation employed by the
645 Association to render advice or service unless such Director had actual knowledge of the falsity or
646 incorrectness thereof; nor shall a Director be deemed guilty of or liable for negligence or misconduct by
647 virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.
648

649 **Section 15. Bond.** The Board of Directors may provide surety bonds (or an equivalent form of
650 coverage) and may require the managing agent (if any), the treasurer of the Association, and such other
651 officers as the Board deems necessary, to provide surety bonds (or an equivalent form of coverage),
652 indemnifying the Association against larceny, theft, embezzlement, forgery, misappropriation, wrongful,
653 abstraction, willful misapplication and other acts of fraud or dishonesty, in such sums and with such
654 sureties as may be approved by the Board of Directors and any such bond (or equivalent form of
655 coverage) shall specifically include protection for any insurance proceeds received for any reason by the
656 Board. The expense of any such bonds (or equivalent form of coverage) shall be a Common Expense.
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660 **ARTICLE VI**

661 **Officers**

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665 **Section 1. In General.** An “Officer” is the name given to the particular position a director
666 serves on the Board. Each officer position carries different duties on the Board. The officers of the
667 Corporation must be members of the Board of Directors and may consist of a President, a Vice President,
668 a Secretary, a Treasurer, and such other officers or assistant officers as the Board shall from time to time
669 create and so appoint. Any two (2) or more officer positions may be held by the same person, except that
670 the duties of the President and Secretary cannot be performed by the same person.
671

672 **Section 2. Election and Terms.** Each officer will be appointed by the Board of Directors at the
673 Board’s annual meeting, and shall hold that officer position until: a) the next annual meeting of the
674 Board; b) the expiration of the director’s term on the Board of Directors; or c) the director’s removal or
675 resignation from the Board, whichever occurs first.
676

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

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

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Section 4. President. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of 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 of the Board; shall have general supervision and direction of 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 on behalf of the Corporation, and to execute, with the Secretary, powers of attorney appointing 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 Bylaws.

Section 5. Vice-President. The Vice-President shall act in the place or stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him the Board of Directors or as are delegated to him by the President.

Section 6. Secretary. The Secretary shall attend 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 these Bylaws 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 or books to be kept for that purpose; shall be custodian of the records of the Corporation; shall have charge of the list of Voting Members; and in general shall exercise all powers an perform all duties as may be from time to time assigned to him or her by the Board or by the President. The Secretary, or Board in the Secretary’s absence, shall have the authority to appoint someone to serve as the Secretary’s assistant for note/minute taking purposes at a meeting.

Section 7. 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 designate 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 the President.

Section 8. Special Appointments. The Board of Directors may appoint such other officers and/or assistant officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

ARTICLE VII

Committees

Section 1. In General. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may create or appoint one (1) or more various committees to assist the Board in carrying out the purposes of the Association. Members of committees may, but need not, be members of the Board of Directors. Each committee, to the extent provided in such resolution or as authorized

736 pursuant to the Act, Articles, Declaration, or these Bylaws, shall have and may exercise such authority of
737 the Board of Directors as shall be expressly delegated by the Board from time to time; except that no such
738 committee shall have the authority of the Board of Directors in reference to:

- 739
- 740 a. Adopt, amend or repeal the Articles of Incorporation;
 - 741 b. Approve or recommend a plan of merger or consolidation of the corporation not requiring
742 Member approval;
 - 743 c. Approve or recommend to the Members the sale, pledge, lease, transfer or exchange of all or
744 substantially all of the assets of the Corporation;
 - 745 d. Approve or recommend to the Members the dissolution of the Corporation or a revocation
746 thereof;
 - 747 e. Adopt, amend, or repeal the Bylaws of the Corporation;
 - 748 f. Fill vacancies on the Board of Directors or committees;
 - 749 g. Elect, appoint or remove Directors or members of committees;
 - 750 h. Fix the compensation of any member of such committee; or
 - 751 i. Alter or repeal any resolution of the Board of Directors that by its terms provides that it shall
752 not be so amendable or repealable.
- 753

754 A majority of all members of any such committee may determine its action and fix the time and
755 place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall
756 have power at any time to change the number and members of any such committee, to fill vacancies and
757 to discharge any such committee. The designation of such committee and the delegation thereto of
758 authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility
759 imposed upon it or him by the Indiana Nonprofit Corporation Act of 1991, as amended.

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761 **ARTICLE VIII**

762 **Records of the Association**

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

768 The Association shall keep detailed books of account showing all expenditures and receipt of
769 administration which shall specify the maintenance and repair expenses of the Common Areas, all
770 easements, and any other expenses incurred by or on behalf of the Association and the members. The
771 accounts, books, records, financial statements, and other papers of the Association shall be open for
772 inspection by any member upon written request submitted to the Board at least five (5) days in advance of
773 the inspection date, and said inspection is to be made during reasonable business hours or under other
774 reasonable circumstances. Any holder, insurer, or guarantor of a first mortgage on a Lot shall be entitled
775 upon written request to receive a financial statement for the immediately preceding fiscal year. Any
776 reasonable administrative or reproduction expenses incurred by the Association to provide requested
777 records shall be borne by the party requesting the records inspection.

778 The Association reserves the right to require any member to request inspection of the accounts,
779 books, records, financial statements, and other papers of the Association according to the requirements set
780 forth under the Indiana Nonprofit Corporation Act of 1991, specifically Indiana Code 23-17-27 et seq.,
781 and any amendments or re-codification subsequently adopted thereto. The Association reserves the right
782 to deny an owner access to any records that are not required to be opened for inspection under Indiana

787 law, or if the Association determines the owner’s request; a) was not made in good faith or for a proper
788 purpose; b) the member fails to describe with reasonable particularity the purpose and the records the
789 member desires to inspect; or c) the records requested are not directly connected to the stated purpose for
790 the request.

791
792 **Section 2. Record Retention.** The Association must keep ballots for a period of ninety (90)
793 days following the meeting date where an election or vote was held. Upon the expiration of this ninety
794 (90) day period, any vote taken at the meeting will be presumed valid and accepted by the membership
795 and the ballots shall be destroyed by the Board or their designated agent.

796 In addition, other records of the Association not essential for tax purposes must be kept for a
797 period of three (3) years before being destroyed. Records essential for a state or federal tax audit, if ever
798 conducted, must be kept for seven (7) years before being destroyed.

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803 **ARTICLE IX**

804 **Execution of Instruments**

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807 **Section 1. Checks, Draft, etc.** All checks, drafts, bills of exchange or other orders for the
808 payment of money, obligations, notes or other evidences of indebtedness of the Association shall be
809 signed or endorsed by such officer or officers, employee or employees of the Association as shall from
810 time to time be designated by the Board of Directors.

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

814
815 **Section 2. Contracts.** All contracts, agreements, deeds, conveyances, mortgages and similar
816 instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board
817 of Directors or required by law, by the President, and attested by the Secretary.

818 Except as provided in these Bylaws, no director, officer, agent, or employee has the power to bind
819 the Association or to render it liable for any purpose or amount unless the act is authorized or ratified by
820 the Board of Directors.

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825 **ARTICLE X**

826 **Assessments and Fiscal Year**

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829 **Section 1. Assessments.** Each Owner is obligated to pay to the Association annual and/or
830 special assessments. The assessments are secured by a continuing lien upon the property against which
831 the assessment is made. Any assessments that are not paid when they are due will be delinquent.

832 If the assessment is not paid within thirty (30) days after the assessment falls due, the assessment
833 shall bear interest from the date of delinquency at the rate of eight percent (8%) per annum. In addition,
834 In addition, the Association may impose reasonable late fees on all delinquencies. The Board shall have
835 the right to determine the amount of the late fees, the time period before the late fees are imposed, the rate
836 of the late fees (i.e. annually, monthly, etc.) and to make any other provisions for late fees and interest

837 charges on late payments as the Board, in its sole discretion, deems appropriate. The Board may also
838 adopt specific collection procedures to be used in collecting assessments and pursuing delinquent accounts.

839 If the Association incurs administrative fees or expenses as a result of collecting delinquent
840 amounts, the Owner shall be personally obligated to reimburse the Association these fees.

841 If the Association employs legal counsel to pursue the collection of unpaid amounts owed to the
842 Association, the Owner shall be personally obligated to pay any collection costs or expenses for the
843 sending of collection letters or other correspondence or communication prior to the filing of legal action,
844 or for the Association's attorney to take any other action in an attempt to collect the unpaid amounts.

845 The Association may bring an action at law against the Owner personally obligated to pay the
846 same or to foreclose the lien against the property, or both, and there shall be added to the amount of such
847 account balance the costs of preparing the collection notices and letters, preparing and filing the
848 complaint in such action, interest and late fees on any assessment as above provided, and reasonable
849 attorneys' fees, together with the costs of the action.

850 In addition, an Owner who becomes more than thirty (30) days delinquent on any assessment or
851 other payment due to the Association shall not be eligible to vote, either in person or by proxy; to be
852 elected or serve on the Association's Board of Directors; or to use any of the Common Area facilities, if
853 any, pursuant to the provisions set forth in the Declaration, Articles and/or these Bylaws.

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855 **Section 2. Fiscal Year.** The fiscal year of the Association shall begin at the beginning of the
856 first day of January in each calendar year and end at the close of the last day of December of the same
857 calendar year.

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862 **ARTICLE XI**

863 **Rules and Regulations; Enforcement**

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868 **Section 1. Rules and Regulations.** The Board shall have the authority to create, adopt, revise,
869 amend or alter from time to time such additional rules and regulations with respect to use, occupancy,
870 operation, enjoyment, and architectural additions or modifications of the Property, including the
871 individual lots, streets (whether public or private), common areas, and any other portion of the Property,
872 including the personal conduct of the members and guests thereon, as in the sole discretion of the Board
873 are deemed necessary or advisable. Copies of any rules and regulations adopted by the Board must be
874 delivered to all owners at their last known address.

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

881
882 **Section 2. Enforcement In General.** Any party to whose benefit the Declaration or these Bylaws
883 inures, including the Association, any Committee, or any individual owner, may proceed at law or in
884 equity to prevent the occurrence or continuation of any violation of the Declaration or these Bylaws, or
885 any rules, regulations, policies, procedures or guideline adopted thereto, but neither the Association or
886 any Committee shall be liable for damages of any kind, including legal fees and costs, to any person for
887 failing to enforce or carry out any of the provisions of the Declaration or these Bylaws.

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Section 3. Costs and Attorney Fees. The provisions of the Declaration, Articles, Bylaws, and rules, regulations and architectural guidelines for Cedar Springs, including amendments or modifications thereto, shall be binding and enforceable upon each and every Lot and Lot Owner in Cedar Springs. For any violation of the Declaration, Articles, Bylaws, or rules, regulations or architectural guidelines adopted by the Board or the Architectural Committee, each owner in violation shall be subject to an action at law or in equity by the Association to enjoin the violation, or pursue any other relief or remedy as may be set forth in the Declaration, Articles, Bylaws or rules and regulations.

If the Association takes any action to enforce any provision or restriction in the Declaration, Articles, Bylaws, and rules, regulations and architectural guidelines of Cedar Springs, including, but not limited to, the preparing and sending of violation letters, towing of vehicles, self-help, or legal action filed in the courts, then the Association shall be entitled to reimbursement of all its costs and expenses, including, but not limited to reasonable attorney fees, administrative charges by a management agent, and court costs, of said enforcement activity or action from the party or parties in violation of said provision, restriction, rule, regulation or architectural guideline.

The foregoing remedies shall be in addition to, or supplement, any remedies of the Association identified in the Declaration, Articles or Bylaws, and may be used or applied to any enforcement activity or action taken pursuant to any violation of the Declaration, Articles or Bylaws or any properly adopted rule or regulation.

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

ARTICLE XII

Amendments

Section 1. Amendments. The Board of Directors of the Association shall have the power, without the assent of the members, to make, alter, amend or repeal the Bylaws.

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

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

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ARTICLE XIII

The Indiana Nonprofit Corporation Act of 1991

The provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, applicable to any of the matters not herein specifically covered by these Revised and Restated Bylaws, are hereby incorporated by reference in and made a part of these Revised and Restated Bylaws.

[End of Bylaws]

952 The undersigned hereby certifies that this Revised and Restated Code of Bylaws for Cedar Springs
953 Homeowners Association, Inc. was duly moved and passed by a majority vote of the Board of Directors
954 at a duly called and constituted meeting and that all other requirements for amending the Code of Bylaws
955 have been met.

956
957 CEDAR SPRINGS HOMEOWNERS ASSOCIATION, INC.
958

959
960 _____
961 President Date

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963 _____
964 Printed Name of Director

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967 ATTEST:

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970 _____
971 Secretary Date

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973 _____
974 Printed Name of Director

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978 STATE OF INDIANA)
979)
980 COUNTY OF MARION)

981
982 Before me a Notary Public in and for said County and State, personally appeared
983 _____ and _____, the President
984 and Secretary, respectively, of Cedar Springs Homeowners Association, Inc., who acknowledged execution of the
985 foregoing Revised and Restated Code of Bylaws for Cedar Springs Homeowners Association, Inc. and who, having
986 been duly sworn, stated that the representations contained herein are true.

987
988 Witness my hand and Notarial Seal of this _____ day of _____, 20____.

989
990 Stamp:
991 _____
992 Notary of Public – Signature

993
994 _____
995 Printed

996
997 *I hereby affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security*
998 *number in this document, unless required by law. –Scott A. Tanner*
999

1000 _____
1001 **This document was prepared by and should be returned to:**
Scott A. Tanner, TANNER LAW GROUP, 6745 Gray Road, Suite H, Indianapolis, IN 46237
1002 _____
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