

## By-laws of Indian Village Community Association, Incorporated

### Article I: Name

The name of this corporation is "Indian Village Community Association, Incorporated" (the "Association").

### Article II: Objects and Purposes

The Association is an Indiana nonprofit corporation registered on December 14, 2012 with the Indiana Secretary of State, and designated as the neighborhood association for Sections "C" and "D" of Indian Village, a neighborhood in Fort Wayne. Pursuant to the recorded Restrictive Covenants for said Sections, the Association is to charge an annual maintenance fee not to exceed five dollars (\$5.00), and the Association is to use said money for the purpose of removing grass, weeds, snow or other obstructions from sidewalks; in maintaining, preserving, and improving grass and planted areas within the boundaries of streets; in looking after, promoting and maintaining the best appearance of said Addition and to the lots and grounds in it, and for such other purposes as the Association may desire. In addition, the Association may provide services to all residents of all Sections of Indian Village, and all residents of the adjacent Indian Hills subdivision, in the nature of education of its members through meetings and through publications; preservation and dissemination of information concerning the history of Indian Village and Indian Hills; participating as a representative of its members in public proceedings affecting Indian Village and Indian Hills directly or indirectly; and also providing opportunities for social activities which bring together the members of the Association.

### Article III: Membership

#### Section 1: Eligibility

There are two classes of membership.

- (a) Regular Members. All persons who are owners of a lot or lots in Sections "C" and/or "D" of Indian Village, as those lots and Additions may be subdivided or re-platted from time to time, are eligible to become regular members of the Association by virtue of their land ownership.
- i. All joint owners of land in fee simple, whether as tenants in common, joint tenants, tenants by the entireties, or as tenants in partnership, shall be considered a single member for purposes of membership eligibility and voting.
  - ii. If the land is rented, the owner and not the tenant shall be eligible for membership.
  - iii. If the land is subject to a life estate, the life tenant shall be eligible for membership during his or her lifetime; but any unpaid annual maintenance fees accruing during the life estate shall be a charge against the land and shall be the responsibility of the holder of the remainder as well as the life tenant.
  - iv. To become a member under this subsection (a), an eligible member shall make application for membership and be registered as such on the books of the Association upon payment of the five dollar (\$5.00) maintenance fee. Membership shall last until the next Annual Meeting of the Association. The Association shall not have discretion to reject any such application from owners of lots in Sections "C" and/or "D", provided, however, that any owner who owns more than one lot in Sections "C" and/or "D" shall be entitled to one membership only.

- (b) Associate Members. At the discretion of the Board of Directors, persons residing in Sections "A", "B", and/or "E" of Indian Village and also persons residing in Indian Hills, a subdivision adjacent to Indian Village (collectively, the "associate member area"), but not eligible for regular membership, may be accepted as associate members upon application by such eligible associate member and the payment of dues which may be established from year-to-year by the Association's Board of Directors. Such dues may exceed the five dollar (\$5.00) limit on maintenance fees for regular members in Sections "C" and/or "D". The Association shall have complete discretion to accept or reject any application for membership by a resident in the associate member area, except that the Association shall not discriminate on the basis of race, color, sex, religion, national origin, sexual orientation, or creed. Membership as an associate member shall last through the next succeeding Annual Meeting. There shall be no automatic right of renewal of an associate membership but, rather, renewals shall be discretionary with the Board of Directors. The rules of membership eligibility set forth in subsection (ii) and (iii) of section 1(a) above shall apply to associate memberships.

Section 2: *Rights of Membership*

Only regular members may be Directors. Any member (regular or associate) may be an Officer. All members (regular or associate) shall have the right to vote on any matter or issue which may properly come before the Association membership for decision. All members shall be bound by the substance and procedures mandated by the Indiana Nonprofit Corporation Act, as it may be amended or replaced from time to time. Membership cannot be assigned.

Section 3: *Annual Meeting of Members*

An Annual Meeting of members shall be held during the first six months of each calendar year, at a place in Allen County, Indiana determined by the Board of Directors. The Secretary shall give notice of the Annual Meeting in accordance with IC 23-17-10-5, as that statute may be amended or replaced from time to time. At the Annual Meeting the President and the Treasurer shall report on the activities and financial condition of the Association; the results of balloting for the position of Director shall be announced; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of law. Annual dues and special assessments to be paid by members shall be voted upon in accordance with Article IV, Section 15 of these By-laws.

Section 4: *Special Meetings of Members*

A Special Meeting of members may be called by the President, or by resolution of the Board of Directors. In addition, a Special Meeting of members may be called by a petition of at least ten percent of all members, regular and associate, upon delivery of that petition signed and dated, to the Association's Secretary, demanding a Special Meeting and describing the purpose for which the meeting is to be held. The sufficiency of such a petition is governed by IC 23-17-10-2, as that statute may be amended or replaced from time to time. A quorum at a Special Meeting of members shall be twenty-five percent (25%) of then-existing regular and associate members who shall be current in their payment of dues and/or maintenance fees. Notice of the Special Meeting shall be given pursuant to IC 23-17-10-5, as that statute may be amended or replaced from time to time.

Section 5:     *Voting Rights*

The Treasurer shall maintain a list of members of the Association, both regular and associate. The list shall show the names and addresses of all regular and associate members. A regular or an associate member who shall not have paid his or her maintenance fees or dues for the then-current year shall not be a member entitled to vote. The dues year runs from Annual Meeting to Annual Meeting. The list of members entitled to vote shall also be made available at the annual or Special Meeting, and all members shall have the right to inspect that list. The use of information and the distribution of information acquired from inspection or copying of the list of members is restricted, and is governed by IC 23-17-11-1, as that statute may be amended or replaced from time to time. If membership appears of record in the names of two or more persons, then if only one person votes, that vote binds all owners of that lot; and if more than one person desires to vote, the two ballots shall be divided on a pro rata basis and agreed to by the Secretary.

Section 6:     *Quorum Requirements for Annual Meetings of Members*

A quorum shall consist of ten percent (10%) of the Association membership (total of regular and associate). Each lot represents a single membership. However, unless at least 1/3 of the members (total of regular and associate) are present in person or by proxy, the only matters that may be voted upon at an Annual Meeting of members are those matters that are described in the meeting notice.

Section 7:     *Voting Procedures*

The Board of Directors shall distribute written ballots for the office of Director which shall be delivered to members prior to the Annual Meeting. Said ballot may be cast prior to the Annual Meeting by delivery of said Ballot to any Officer, who shall cast the Ballot at the Annual Meeting on behalf of those members, regular and associate, who choose to vote in absentia. A member may vote in absentia only for election to the office of Director; such member is not deemed present for the purposes of determining whether a quorum exists. A member voting by proxy is present and may vote for all purposes. All ballots for a position of Director shall be in writing. Ballots not cast in absentia must be cast at the Annual Meeting. A ballot cast by proxy shall be accompanied by a copy of the signed proxy. All other matters determined by vote of the members will be decided by voice vote, show of hands, standing vote, or such other method as, at the discretion of the presiding Officer, may clearly determine the outcome of the vote.

Section 8:     *Voting Results*

- (a) If a quorum exists, action on a matter other than the election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action.
- (b) Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. Members are not entitled to cumulate their votes for Directors.

Section 9:     *Proxy Voting*

The Board of Directors may approve a recommended form of Proxy appointment. A member may deliver to the Secretary his or her appointment of a proxy, who thereafter shall have the right and power to vote in all matters submitted to the membership for a vote, to the same extent as if the member were present in person. To be valid, a proxy must be in writing, identifying with particularity the person appointed as proxy by name and address, shall be signed by the member, and shall be dated. The

appointment of a proxy is revocable by the member, and may be revoked at any time in writing, signed by the member, and dated. The appointment of the proxy and the revocation of such an appointment are not effective until delivered to the Secretary of the Association. Unless the Appointment specifies a shorter period of time, the proxy is effective for 11 months commencing with the date shown on the appointment papers. The death or incapacity of the member appointing a proxy does not affect the right of the Association to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other Officer of the Association authorized to count or tabulate votes before the proxy exercises the proxy's authority under the appointment.

**Section 10:**    *Addresses of Members*

Notwithstanding any member's request to the contrary, the Association may communicate with regular members by mailing or delivering such notices, demands and other papers to the members address as shown of record in the Allen County Assessor's Office, Fort Wayne, Indiana. The Association may, but need not, communicate with regular members at such addresses as such regular members shall from time to time advise the Association's Treasurer in writing. The addresses of associate members shall be those addresses used by such associate members at the time they shall have paid their dues. The correctness of each such address shall be determined annually, at the time of dues payment.

**Article IV:    Board of Directors**

**Section 1:**    *Powers of the Board of Directors*

All powers of the Association shall be exercised by or under the authority of the Board of Directors; and the business and affairs of the Association shall be managed under the direction of the Board of Directors.

**Section 2:**    *Qualifications*

A Director must be an individual. A Director, whether elected or appointed, must be a regular member.

**Section 3:**    *Number of Directors*

There shall be five (5) Directors.

**Section 4:**    *Staggered Terms*

Subject to the provisions of Sections 5 and 6 below, each Director shall serve for a term of three (3) years or until his or her resignation is delivered to the Board of Directors or until the Director is removed by the Board of Directors, whichever occurs first; provided, however, that any Director completing his or her 3-year term shall remain in office until his or her successor is qualified. In no event shall a Director hold over after the expiration of his or her term by more than one year, except as may be authorized by a Special Meeting of the Board of Directors at which the affected Director does not participate. A Director may serve not more than two consecutive terms of three (3) years each, if the additional terms are not consecutive. Terms shall be staggered, with elections for one, two, and two Directors in each of the three consecutive years, except as provided in Section 7 below.

Section 5:     *Resignation of Directors*

A Director may resign at any time by delivering written notice to the President or the Secretary of the Association. The resignation may specify an effective date, or it may be effective immediately. A majority of the remaining members of the Board of Directors shall fill the vacancy caused by resignation. The Director thus appointed fills the remaining unexpired term of the Director who has resigned.

Section 6:     *Removal of Directors*

- (a)     Removal for Cause. A Director may be removed by the Board of Directors for cause. It shall be cause to remove a Director if any of the following shall occur:
- i.       The Director shall cease being a regular member.
  - ii.      The Director shall have failed to attend four consecutive regular meetings of the Board of Directors.
  - iii.     The Director shall have usurped the corporate authority of the Association, misappropriated moneys of the Association, engaged in conduct which exposes the Association to ridicule or embarrassment; or misrepresents his or her status or authority as member of the Board of Directors in any official communication on behalf of the Association.

If the majority of the Board of Directors determines that such cause exists, the Board may remove said Director from office.

- (b)     Other Grounds for Removal. A Director may be removed from office for other grounds, including conviction of a felony, failure to pay dues assessed by the Association, maintaining a nuisance on lands within the Association's representation area, or any other action suggesting abandonment of the position of trust and responsibility accorded to a Director. Such a Director may be removed from office only by a unanimous vote of the remaining Directors.
- (c)     The Director who is the subject of a motion for removal under subsection (6)(a) or (6)(b) has the right to attend, be heard, and vote at the meeting of the Board of Directors where such motion is decided.

Section 7:     *Replacement of a Director Removed by the Board of Directors*

If the Board of Directors shall remove a Director, the Board may appoint a successor Director who shall serve until the next succeeding Annual Meeting. At the next succeeding Annual Meeting the members shall elect a successor, who shall fill out the remaining unexpired term, if any, of the Director thus removed.

Section 8:     *Partial Terms*

A Director appointed or elected to fill all or part of the remaining term of a Director who has resigned or who has been removed is thereafter still eligible for two (2) full, three-year consecutive terms. A partial term served by a replacement Director shall not be considered a "term" for purposes of the two (2) three-year term limits.

Section 9:     *Meetings of the Board of Directors*

Meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Such meetings may be called by the President or by any two (2) Directors upon three (3) days prior written notice to all Directors, provided, however, that notice of any meeting may be waived in writing by any or all of the Directors. Written notice includes electronic mail (e-mail) notice to any Director having an e-mail address. Any meeting called by the President or by any two (2) Directors shall be a regular meeting unless the notice of meeting designates it to be a Special Meeting limited to one topic as described in the notice. At any Directors' meeting, a quorum shall consist of three (3) Directors. Directors may not appear or vote by proxy.

Section 10:    *Consent to Action*

If and when three (3) or more Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid as a corporate action as if it had been authorized at a meeting of the Board of Directors, if there is no objection received by the Secretary from any other Director within seven (7) days of giving written or e-mail notice of the action. Written consent may be evidenced by e-mail or other electronic communication. The Secretary shall preserve paper copies of all such actions of the Board of Directors undertaken by such written consent.

Section 11:    *By-laws and Amendments*

Board of Directors shall have the power to make, amend or delete any By-law.

Section 12:    *Committees*

The Board of Directors may appoint one or more committees, which may consist of members of the Board, regular members and/or associate members, to address such issues as may arise from time to time, and may delegate to such committees only such powers and duties as are specifically set forth in the resolution appointing that committee, set forth in Minutes of the Association. Such committees shall be ad hoc committees, and may be created and dissolved at the pleasure of the Board. In addition, there shall be an Architectural Control Committee, which shall consist of at least one (1) regular member of the Association and up to two (2) other members of the Association, to pass upon plans and all specifications for any buildings, fences, and walls to be erected in any of the lands governed by the restrictive covenants enforced by the Association; and to enforce the observance of the restrictions, covenants and conditions applicable to the lots therein. The Architectural Control Committee shall be an ad hoc committee, and its members shall be appointed specially by the President for each project to be reviewed. If the owner disagrees with the ruling of the Architectural Control Committee, the aggrieved person has the right to appeal to the Board of Directors within thirty (30) days after receiving the decision of the Committee. Upon such appeal the Board shall hear any person desirous of appearing before it and at the conclusion of the hearing shall affirm, reject, or modify the ruling of the committee; or make such ruling as to it may seem proper; and its decision shall be final and binding on all persons. In the event of a vacancy on the Architectural Control Committee, or the inability of a member of the Architectural Control Committee to attend to a particular application or petition, or if it shall appear that a member of the Architectural Control Committee shall have a conflict of interest and cannot hear and determine the particular matter, then the President shall appoint a replacement for such committee member. A regular member may request a prompt ruling by the Committee, in which event the failure of the Committee to render a decision within ten (10) days after the written request for prompt ruling has been delivered to the chair of the Architectural Control Committee shall be deemed to be approval of the course of action proposed by the petitioner.

Section 13: *Compensation of Directors*

Directors shall not be compensated for their work on the Board of Directors or on any committee. The Board of Directors may authorize reimbursement of actual expenses incurred by any Director or Officer in fulfillment of his or her duties as a Director, as an Officer, as a committee member, or as a volunteer assisting in the Association projects or events. The Board of Directors may compensate an Officer based on the duties of that position, the time expended, and the difficulty of the work.

Section 14: *Membership and Fiscal Year*

The membership year for regular and associate members is the year commencing with an Annual Meeting and ending with the next succeeding Annual Meeting, except if there is no succeeding Annual Meeting then one year from the date of the initial Annual Meeting. The fiscal year is the calendar year.

Section 15: *Members' Dues, Special Assessments and Collection Thereof*

- (a) The Board of Directors is vested with full authority to seek and collect maintenance fees of five dollars (\$5.00) from each lot in Sections "C" and "D" of Indian Village and unless and until said maintenance fee is paid, the owners of such lots are not entitled to vote as members.
- (b) The dues amount to be collected from associate area members shall be proposed at the Annual Meeting. If approved by the members in attendance, the dues shall be the dues amount for that year. If not approved, the preceding year's dues shall remain in effect until the next Annual Meeting. The Treasurer shall participate in soliciting associate member area residents for membership in the Association.
- (c) Special assessments may be approved only at an Annual Meeting, and only where the agenda for the Annual Meeting has clearly and specifically described the amount of the Special Assessment, the purpose or purposes for which the Special Assessment shall be used, and whether the Special Assessment will be included as an optional charge in the annual solicitation of payment to regular members in Sections "C" and "D". If the members of the Association vote to include the Special Assessment for associate members, then the dues required of associate members for that year shall include the Special Assessment as a condition of membership. If the members vote to offer the Special Assessment to regular members in Sections "C" and "D", then any dues notification shall clearly state that payment of this Special Assessment by regular members in Section "C" and "D" is optional. To the extent possible, regular members in Sections "C" and "D" who do not pay the Special Assessment shall not receive the specific benefits funded by that Special Assessment (for example, newsletters, expenses for social events, and other discretionary activities of the Association to be funded by the Special Assessment).

Section 16: *Property of the Association*

The Board of Directors shall have ownership and control over the property of the Association, including all books and records whether in hard copy or electronic format.

Section 17:    *Insurance*

The Board of Directors is authorized to obtain liability insurance protecting the Association and all Officers and Directors from and against any liability arising out of the performance of their duties as Officers and Directors.

**Article V:    Officers**

Section 1:    *Officers*

The Board of Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer. An individual may simultaneously hold more than one (1) office in the Association. An Officer must be a member, but need not be a Director. Officers are elected annually for a term of one year, at a meeting of the Board of Directors as part of or immediately after the Annual Meeting.

Section 2:    *President*

The President shall be the chief executive officer of the corporation and shall preside over all meetings of the Board of Directors and meetings of the members. He or she shall be an ex officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.

Section 3:    *Vice President*

The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Board of Directors may also assign other duties to the Vice President.

Section 4:    *Secretary*

The Secretary shall attend all meetings of the members and meetings of the Board of Directors and shall prepare Minutes of the Directors' and the members' meetings. He or she shall give all notices required by statute, by law, by resolution or by these By-laws, and shall perform such other duties as may be delegated by the Board of Directors. In the absence of the Secretary, the duties of the Secretary may be performed by any other Officer. The Secretary shall authenticate all corporate records, except that the Treasurer shall authenticate the status of all dues payments.

Section 5:    *Treasurer*

- (a) The Treasurer shall have custody of all moneys of the Association and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements, shall deposit all moneys in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors, shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board of Directors and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation. If required by the Directors, he or she shall furnish proper fidelity bond conditioned on the faithful performance of the duties of this office.



- (b) The Treasurer shall maintain the list of regular members and associate members of the Association and shall present such membership lists whenever required by law or by these By-laws. The Treasurer's list of members may be inspected at any reasonable time by any Director. The list of members shall be made available for inspection at any Annual Meeting or Special Meeting of the members. The Treasurer shall participate in soliciting associate member area residents for membership in the Association.
- (c) The Treasurer shall issue receipts for all dues, shall maintain a current and accurate list of all dues receivable and accounts receivable, and shall render a true Statement of Account to any member, prospective purchaser of land from a member, real estate broker involved in the proposed sale or purchase of land within the Sections "C" and/or "D", or any attorney at law or attorney in fact representing any proposed purchaser, disclosing the status of the account for dues chargeable to the lot or lots in question; and such Statement shall bind the Association.
- (d) The Treasurer shall prepare an analysis and report to accompany the request for dues approval at the Annual Meeting.
- (e) Unless otherwise determined by the Board of Directors, the Treasurer shall be the Association's Resident Agent for service of process, and the Treasurer's residence or business address shall be the Association's registered office.

Section 6:     *Other Officers and Other Responsibilities*

The Board of Directors may, from time to time, but need not, appoint an assistant Secretary or an assistant Treasurer, whose duties shall be to assist the Secretary or the Treasurer, as the case may be, during the period of absence or disability of the Secretary or Treasurer; and such assistant Secretary and assistant Treasurer shall also perform other duties as the Board of Directors may from time to time delegate to them. The Board of Directors may assign duties to Officers in addition to those stated in the By-laws.

**Article VI:   Other Provisions of Law**

Except where displaced by these By-laws, the provisions of IC 23-17 as applicable to nonprofit corporations shall apply to the Association.

Effective January 1, 2015

Adopted January 14, 2015