

BY-LAWS
of
INDIAN VILLAGE COMMUNITY ASSOCIATION, INC.

ARTICLE I

Name

The name of the not-for-profit corporation is INDIAN VILLAGE COMMUNITY ASSOCIATION, INC. (herein Association). The principal office of the Association shall be located at 4035 Mound Pass, Fort Wayne, Indiana 46809, but meetings of members and directors may be held at such other locations within the State of Indiana as may be designated by the Board of Directors (herein Board).

ARTICLE II

Definitions

Section 1: The term "Association" shall mean and refer to Indian Village Community Association, Inc., or its successor in interest.

Section 2: The term "Declaration of Covenants" shall mean the Declaration of Covenants and any amendments thereto as recorded in the Office of the Recorder of Allen County, Indiana for Indian Village, Section A; Indian Village, Section A Amended, Indian Village Addition, Section B; Indian Village, Section C; Indian Village, Section D; Indian Village, Section E; and, Indian Hills.

Section 3: "Lot" shall have the same meaning as the term lot is defined in the Declaration of Covenants.

Section 4: "Owner" shall have the same meaning as the term is defined within the Declaration of Covenants.

Section 5: "Member" shall mean and refer to those persons or entities who are members of the Association.

ARTICLE III

Meetings of Members

Section 1: Annual Meetings: The regular annual meeting of the members of the Association shall be held on the 2nd Tuesday in March at 7:00 p.m. and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter unless such date falls on a legal holiday, then the regular annual meeting shall be held on the day after such legal holiday.

Section 2: Special Meetings: Special meetings of the Board of Directors may be called at any time by the president, or by the Board, or upon written request of at least 50 Owners.

Section 3: Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary of the Association, by mailing a copy of such notice, postage prepaid, to the last known address of the Owner appearing in the records of the Association, or by electronic mail, or by hand delivery to the Lot address (if such Owner resides therein) with an affidavit of service sworn to by the deliverer. Such notice shall specify the place, day, hour of the meeting and in the case of a special meeting, state the purpose(s) of such meeting.

Section 4: Quorum: The presence at the annual meeting or special meeting of the members entitled to cast a vote of 15 of the membership votes shall constitute a quorum for the conduct of any action of the Association. If a quorum of the membership is not present, any action of the Association shall be delayed until a quorum is present.

Section 5: Proxies: At any meetings of the members, each member may vote in person or by proxy. All proxies shall be signed with the signature of the Owner, identifying each such Lot in writing, and shall be delivered prior to any such meeting to the secretary. Each proxy is only applicable for the meeting and purpose for which it is submitted. Each proxy is subject to verification, if necessary, within 10 business days of the meeting date. Proxies are not cumulative.

ARTICLE IV

Board of Directors

Section 1: Number: The affairs of the Association shall be managed by a Board of Directors, not less than 5 nor more than 7 in number with the exact number fixed by the membership at any annual meeting. The directors shall be members of the Association.

Section 2: Term of Office: At the annual meeting, each director shall be elected for a term of 3 years, except that the Treasurer and the initial 3 non-officer Directors shall serve an initial term of 2 years. There shall be no term limits for Directors. The Directors may determine that a staggered term for Directors may be in the best interest of the Association which determination shall presented to the membership at an annual meeting of the Association for approval.

Section 3: Removal: Any Director may be removed from the Board, with or without cause, by a quorum of the members at either a special meeting called for that purpose or at the annual meeting of the membership.

Section 4: Resignation or Death: In the event of the resignation or death of a Director, the remaining Directors shall select his/her successor and shall serve the unexpired term of the predecessor Director. No acceptance of such resignation is required for the resignation to be effective.

Section 5: Compensation: No Director shall receive compensation for any service rendered to the Association. However, a Director shall be reimbursed for out of pocket expenses incurred in the performance of his/her duties.

Section 6: Action Taken Without a Meeting: No action may be taken without a meeting of the Directors which may be conducted in person or remotely.

ARTICLE V

Nomination and Election of Directors

Section 1: Nomination: Nomination for election of the Board of Directors shall be made by a Nominating Committee and from the floor at the annual meeting. The Nominating Committee shall consist of 2 members of the Board and 2 non-Board members. The Nominating Committee shall be appointed and announced by the Board at the annual meeting of the membership, shall serve until the next annual meeting, and may be reappointed by the Board. The Nominating Committee shall submit a slate of names of not less than the vacancies to be filled.

Section 2: Election: At the annual meeting the election of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as such member is entitled to exercise based upon the number of lots owned currently owned on the date of such annual meeting. The persons receiving the largest number of votes shall be elected. Accumulative voting shall not be permitted.

ARTICLE VI

Meetings of Directors.

Section 1: Regular Meetings: Regular meetings of the Directors shall be held bi-monthly without notice at such place and hour as the Board determines.

Section 2: Special Meetings: Special meetings of the Board shall be held when called by the President or by any 4 Directors with at least 7 days' notice with written agenda to each Director.

Section 3: Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present in person or by electronic meeting at which a quorum is present shall be regarded as the act and decision of the Board.

ARTICLE VII

Duties and Powers of Directors

Section 1: Powers: The Board of Directors shall have the power to: a) exercise for the Association all powers, duties, and authority vested or delegated by the Association and not reserved to the membership; b) declare a vacancy on the Board to be vacant upon the event of a Director being absent for 3 consecutive regular meetings of the Board; and, c) to employ such persons as the Board deems necessary and to prescribe their duties for the benefit of the Association.

Section 2: Duties: The duties of the Directors include: a) keeping a complete written record of all their acts and corporate affairs; b) presenting a record of their acts and corporate affairs at the annual meeting of the membership; c) supervision of all officers, agents, and employees of the Association to insure proper performance of their activities and duties for the Association; d) enforcing maintenance provisions for Owners as set forth in the Declarations of Covenants; e) sending written notice of each special assessment, if any, to every member, at least thirty (30) days prior to the date due; f) recording a lien against any property for which an assessment or dues remain unpaid for a period of 18 months after written notice of such delinquency is sent; g) foreclosing any lien against any property which remains unpaid within the Indiana statutory time period; h) upon request, issuing a response whether or not an assessment or dues are owing by an owner to the Association; i) procuring and maintaining liability insurance coverage as is required for any Association common property; and, j) taking any other actions for the positive benefit of the Association.

ARTICLE VIII

Officers

Section 1: The officers of the Association shall be a president, vice-president, secretary, and treasurer. The Board may, by resolution, create additional officers as needed by the Board.

Section 2: Election: The election of officers of the Board shall be elected by the Board at each annual meeting of the members.

Section 3: Term: The officers so elected shall serve and hold office until the next annual meeting unless he/she shall resign or be removed or otherwise disqualified prior thereto.

Section 4: Resignation, Removal, or Vacancy: Any removal, resignation or vacancy by any officer shall be filled in the manner herein provided in Article IV, Sections 3 and 4.

Section 5: No person may hold more than one office as created herein.

ARTICLE IX

Duties of Officers

Section 1: President: The president shall a) preside over all meetings of the Board; b) see that all resolutions of the Board are carried out; c) sign all contracts and other written documents; and, d) make appointments to Board committees.

Section 2: Vice-President: The vice-president shall act in the place of the president in the event of his/her absence or inability to act; and, b) exercise and discharge such duties as may be required by the Board.

Section 3: Secretary: The secretary shall a) keep the minutes of all meetings of the Association; b) record the votes of the members and the Board; c) maintain a record of lot owners and the last known address of each lot owner member; d) serve notice of the annual meeting and special meetings to each member at their last known address as shown on the books and records of the Association; e) affix his/her signature in their official capacity on documents required by third persons for the benefit of the Association; f) maintain a current list of Owners and email addresses for Owners; and, g) perform such other duties as from time to time as may be prescribed by the Board.

Section 4: Treasurer: The treasurer shall: a) receive and deposit in a recognized financial institution all monies of the Association; b) sign all checks; c) disburse such funds as directed by resolution of the Board, sign documents in his/her official capacity as required for the benefit of the Association; d) keep proper books of account; e) assist the Association public accountant in the preparation of tax filings; f) prepare an annual budget for presentation at the annual meeting of the members; and, g) prepare a statement of income for presentation at any regular meeting of the Board.

ARTICLE X

Committees

The Board shall select a Nominating Committee, designate such other committees as may be deemed necessary for carrying out the purposes of the Association and these By-Laws, and appoint member to each.

ARTICLE XI

Books and Records

The books and records of the Association at all reasonable business hours, be open and available for inspection and copying by any member. The Association may charge for copies at a reasonable cost to the member.

ARTICLE X

Assessments and Dues

Each member is obligated to pay to the Association annual dues and special assessments which are secured by a continuing lien upon the property against which the dues and/or assessment(s) are made. Any dues or assessment(s) not paid when due shall be delinquent. If the dues and/or assessment(s) remain unpaid for a period of 90 days after the due date, the unpaid dues and unpaid assessment(s) shall bear simple interest at the rate of 10 percent (10%) per annum. The Association may record a lien against the lot and bring an action at law to foreclose its lien to recover the same, which action shall include costs, interest, and attorney fees. The Association may not waive any dues or assessments. No owner may waive or otherwise escape liability for and unpaid dues or unpaid assessment(s) by abandonment of his/her lot.

ARTICLE XI

Amendments

These by-laws may be amended only at a special meeting called by the Board specifically for that purpose with notice and with a quorum present.

ARTICLE XII

Conflicts

In the event of a conflict between the Articles of Incorporation and these By-laws the Articles shall control. In the event of a conflict between the declaration of Covenants and these By-laws, the Declaration of Covenants shall control.

Approved by members this ____ day of _____, 2020.

Secretary