

UNTITLED

**SHIPLEY & ASSOCIATES
233 WEST BAKER STREET
FORT WAYNE, IN 46802-3413**

OCTOBER 9, 2014

GRANT F. SHIPLEY ATTORNEY AT LAW,

DEAR MR. SHIPLEY,

**AT THE INDIAN VILLAGE COMMUNITY ASSOCIATION MEETING HELD
ON OCTOBER 8, 2014, A MOTION WAS MADE AND SECONDED FOR THE
REMOVAL OF THE CURRENT OFFICERS OF THE BOARD.
A VOTE WAS MADE IN THAT FAVOR.**

**BEFORE THAT WAS DONE, THE PRESIDENT WAS ASKED TO STEP
DOWN AND THE MEETING TURNED OVER TO THE VICE PRESIDENT.
SHE REFUSED TO LEAD THE MEETING AND THE OFFICERS LEFT THE
MEETING.**

**ALL BOARD MEMBER DO NOT HAVE AUTHORIZATION TO CONDUCT
ANY BUSINESS IN THE NAME OF INDIAN VILLAGE COMMUNITY
ASSOCIATION.**

VERY TRULY YOURS,

William C. Branstrator
**WILLIAM C BRANSTRATOR, PRO TEM
2214 INDIAN VILLAGE BLVD.
FORT WAYNE, IN 46809-1412
260/478-5627**

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SHIPLEY & ASSOCIATES

ATTORNEYS AT LAW
233 West Baker Street
Fort Wayne, Indiana 46802-3413
Telephone: 260/422-2700
Facsimile: 260/424-2960

Grant F. Shipley
gfa@ghshipley.com

October 10, 2014

William C. Branstrator
2214 Indian Village Blvd.
Fort Wayne, IN 46809-1412

And via e-mail:
williambranstrator1703@comcast.net

Re: Indian Village

Dear Mr. Branstrator:

I have received your letter of October 9, 2014.

None of the Directors or Officers of Indian Village Community Association, Inc. have been removed. There is a procedure required under the Indiana Non-profit Corporation Act for removal of Officers and Directors. That procedure was not followed.

I will take up the question with the Board of Directors whether the President was properly elected. If he was not eligible to be elected, I will discuss the alternatives with the Board.

If you are "Pro Tem" something, you are out of line. If you and those who conducted this fake meeting continue to hold themselves out as being authorized to act on behalf of Indian Village Community Association, Inc., I will have no choice but to recommend that suit be brought under various Indiana statutes.

I am in the process of preparing a detailed Memorandum, at the request of the Board of Directors, pointing out all of the deep legal problems facing Indian Village Community Association, Inc.

I trust you will talk with an attorney about the fact that Indian Village Community Association, Inc. is an Indiana non-profit corporation. Any meeting, whether an annual meeting, a semi-annual meeting, or a regular meeting of members, is preceded by giving a Meeting Notice to all members. And unless at least 1/3 of the members (each lot is one member) is present in person or by proxy, the only matters that can be voted upon at the meeting are those described in the meeting notice. There was no notification that the Officers or Directors would be removed from office. I encourage your lawyer to look IC 23-17-11-4. Any such vote was illegal.

The Indiana Code also says, specifically how you remove a director. Under IC 23-17-12-8(e), if the members want to remove a director (namely, a director that was elected by the members), that action may be taken "only at a meeting called for the purpose of removing the

To: William C. Branstrator
Date: October 10, 2014
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director. The meeting notice must state that the purpose of the meeting is the removal of the director." No such notice was sent out. Any action to remove any director was void.

Your letter states that a motion was made to remove the officers. The members do not have the right to remove officers. Only the Board of Directors may remove an officer. See IC 23-17-14-3(c).

In other words, everything that was done at that meeting was illegal. I don't know whose idea it was, but this is not a high school club. It is an Indiana corporation. Its conduct is governed by the laws of the State of Indiana.

I will be meeting with the Board of Directors shortly, to determine what course the duly-elected Board members wish to take. I do not know who was behind this little move, but it was void, illegal, and an insult to the members of Indian Village who want to see proper governance of their Association.

If you have a lawyer involved, please refer this letter to that attorney and have him/her give me call.

Very truly yours,

Shipley & Associates



Grant F. Shipley

GFS/mml

**TO ALL HOMEOWNERS AND RESIDENTS
OF
INDIAN VILLAGE COMMUNITY ASSOCIATION
October 14, 2014**

Attached for your information are Meeting Minutes from the October 8, 2014 Semi-Annual Meeting.

**~~As of this date, the status of the Board of~~
Governors is unclear.**

More information will follow as it becomes available.

INDIAN VILLAGE COMMUNITY ASSOCIATION
Semi-Annual Meeting Minutes
October 8, 2014

The Indian Village Community Association October 8, 2014, Semi-Annual Meeting was held in the gymnasium of Indian Village Elementary School. Approximately 100 Indian Village residents were in attendance.

The meeting was started at 7:07 p.m. by Brent Davis. A Point of Order was presented and a motion was made from the floor to remove Brent Davis as President. The motion was seconded from the floor and passed by majority vote. Vice President Loretta Watkins refused to chair the meeting and was cancelling the meeting. A motion was made from the floor to remove the rest of the Board. The motion was seconded from the floor and passed by majority vote of residents in attendance. The entire Board then left the meeting.

Those Board Members are: Brent Davis (President), Loretta Watkins (Vice President), Sarah Dider, (Secretary/Treasurer), Chuck Chapman and absent Board Member Stan Robinson.

Guest Speaker Geoff Paddock, 5th District City Councilman:

Geoff discussed the drug problem and thanked law enforcement for working so hard to get rid of spice labs here and/or spice being sold in convenience stores. He asked everyone to please help police by calling with any information you might have regarding spice or meth labs or other drug situations. He stressed that calls can be made anonymously to the confidential tip line.

Concerning tax abatement, work is being done to tighten up the rules and raise the benchmark for businesses to qualify for tax abatement. Tax abatements are being rescinded for businesses that do not qualify.

Concerning rail service Geoff said this has been making long slow progress. There is work going on with other cities in Indiana and Ohio to bring this about including obtaining funding from Ohio that would help to eventually obtain a profitable train service that would bring in significant additional jobs to our area. More funding has been coming in to enable more police and firefighters to be added to expand both services.

Although street repairs have taken place in Indian Village, we still need more repairs and Geoff would like to create a "backlog list" of work that still needs to be done regarding sidewalks, curbs and other streets. Geoff said that if a serious problem arises such as with a tree residents can call Geoff directly or 311 and it might be possible to take care of a specific project sooner.

Geoff pledges that he is available to do a neighborhood walk in neighborhood communities in his District and sometimes brings someone from Neighborhood Code or Public Works Department to identify situations that need work. Geoff has scheduled a walk through Indian Village on Saturday, November 1, at 10:30 beginning in the school parking lot.

Geoff discussed his participation in the Legacy Committee. They are now looking at how to invest the money properly to perpetuate the funds. It's projected there could be \$80M to \$100M available in the future.

Geoff then encouraged residents to call him at his office (425-5745) if you have a problem (other than 911). For problems such as potholes or trees down, the best place to call is still 311.

The meeting was called to order at 7:25 p.m. by Past President Linda Hamrick

Approval of March 20, 2014, Annual Meeting Minutes: A motion was made from the floor to approve, seconded from the floor and passed by unanimous vote.

Approval of September Financial Report and 2015 Proposed Budget: A motion was made from the floor to put approval of both on hold until IVCA finances are reviewed by an outside source before we accept and approve. The motion was seconded from the floor and passed by unanimous vote.

Linda Hamrick addressed the revised Constitution and By-Laws dated September 29, 2014, which was meant to allow the president to remain although he was unable to vote. The officers must be property owners and, as owners, have a vested interest in Indian Village. Linda also addressed that it was presented to residents that if enough people did not come out and sign the covenants, they would no longer be in the Association. Linda stressed that the Section A covenants do not expire; they automatically renew every ten years.

We (the residents) are the Association and everyone whose name is on property in Indian Village is considered to be a member of the Association. We are all invested.

The election of the Board of Governors is in March, not October. Linda stressed to anyone interested, that a Board position is a very hard job. Anyone who would like to run or nominate someone to run can contact Linda or the Executive Representatives. Phone numbers will be provided in the upcoming newsletter.

There are things that have to be done for the rest of the year and until the election. We are going to make sure that things go on until we can elect a new Board. We will be putting out a newsletter soon to inform all residents of what transpired this evening and the plans to continue.

Linda Hamrick stated that arrangements will be made to send out the Maintenance Fee statements. Residents were assured that the dues are still \$30. Linda also advised that any covenants signed tonight are considered null and void.

A motion was made from the floor to postpone the Board of Governors election until the March 2015 Meeting. The motion was seconded from the floor and unanimously approved. As the Board has been removed, all five positions will be filled at the March 2015 Meeting.

A motion was made from the floor to establish an Executive Committee consisting of residents Bill Branstrator and Judy Alcott to procure all Indian Village Community Association documents and property and to oversee necessary continuing IVCA business until a new Board of Governors is elected at the March 2015 Annual Meeting. The motion was seconded from the floor and passed by majority vote.

A motion was made from the floor that Bill Branstrator serve as lead of the Executive Committee. The motion was seconded from the floor and passed by majority vote.

The two Executive Representatives will arrange to procure all IVCA documents and property as well as immediately obtain banking/financial information and arrange for an appropriate audit. Necessary vendors will be contacted and advised of contact changes.

Resident Concerns:

Several residents commented that any changes (i.e. Constitution and By-Laws) should always be presented with existing and proposed changes to residents prior to making the changes.

Also discussed is how changes to our covenants are presented to the courts and officially recorded and available at the Recorder's Office and on-line.

It was requested that when covenant revisions are presented at an Association meeting, an attorney be present to answer questions.

Many residents offered assistance with preparing and sending out Maintenance Fee statements as well as any other areas where the Executive Committee might need assistance.

Linda Hamrick provided a sheet for volunteers to sign up to help out.

Two Door Prizes were given.

A motion to adjourn the meeting was made from the floor. The motion was seconded from the floor and unanimously passed. Meeting was adjourned at 9:05 p.m.

Meeting Minutes assembled by members in attendance.