

Bylaws of the Wakefield West Home Owners Association Inc.

Greenwood, IN

Dated 3-2-04

Notice of Promulgation

The properties collectively owned by the Wakefield West Home Owners Association shall be subject to these Bylaws and the referenced Declaration of Covenants for the purposes of preserving the value of the Real Estate while maintaining compliance with the applicable requirements of relevant governmental agencies.

Should there be a conflict between these Bylaws and the Declaration of Covenants, the provisions of the Declaration of Covenants shall prevail.

Article I - Definitions

1.1 "Declaration of Covenants" shall mean and refer any and all of the documents, as amended, describing the easements, covenants, and restrictions of Wakefield West as recorded as Instrument Number 98028858 in the office of the Recorder of Johnson County, IN.

1.2 "Association" shall mean and refer to the Wakefield West Home Owners Association, as defined in the Declaration of Covenants.

1.3 "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of fee simple title to any Lot which is part of the Wakefield West subdivision, as defined in the Declaration of Covenants.

1.4 "Common Area(s)" shall mean and refer to all of the real property, including the improvements thereto, owned by the Association for the common use and enjoyment of the owners, as defined in the Declaration of Covenants.

1.5 "Lot" shall mean and refer to any plot of land upon the recorded Wakefield West subdivision map of Properties with the exceptions of the Common Area(s), as defined in the Declaration of Covenants.

1.6 "Restrictions" or "Covenants" shall, unless the context otherwise indicates, mean and refer to any or all of those restrictions and covenants contained in the Declaration of Covenants.

1.7 "Assessment" shall mean and refer to the share of Common and Special Expense(s) imposed upon and against each Lot as determined and assessed pursuant to the provisions of these Bylaws and Declaration of Covenants.

1.8 "Articles of Incorporation" shall mean and refer to any and all of the documents, as amended, describing the Articles of Incorporation of the Wakefield West Homeowners Association, Inc. executed and notarized on 7 October 1998.

Article II - Membership and Voting Rights

2.1 Every Owner of a Lot shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot, which is subject to Assessment.

2.2 Every Owner in good standing shall be entitled to one vote for each Lot, for example One (1) vote per Lot, in which they hold the interest required for membership, subject to the conditions of Section 2.3 herein.

2.3 The Board of directors, representing the Association has the right to deny and suspend any and all of the voting rights of any Owner for a period during which any assessment against the Owner's Lot remains unpaid, and/or for the period during which the Owner has infringed upon and not corrected thereto any of the Association's published rules, regulations, restrictions or covenants, provided the Association has taken reasonable action to inform said Owner of the outstanding Assessments and/or Covenant infractions.

Article III - Meeting of the Members

3.1 Annual Meeting - An annual meeting of members of the Association shall be held in the first quarter for the calendar year for the purpose of electing Board members and transacting any and all business that may properly come before the meeting.

3.2 Special Meetings - Special meetings of the members may be called at any time by the President, board of Directors, or by thirty percent (30%) of the members.

3.3 Notice of Meetings - the Officer, or other person(s) calling a meeting of the members of the Association, shall give, or cause to be given, written notice of such a meeting. The notice shall contain the location, day, and hour of the meeting. If a Special Meeting, the meeting notice shall contain the purpose(s) for which it is called. A copy of such notice shall be mailed or personally delivered to each member entitled to a vote at the meeting not less than 15 days, not more than 30 days before the scheduled date of the meeting. A notice mailed to a member at his address as it

appears on the official records of the Association shall be conclusively presumed to comply with the requirements of this section. An electronically mailed (**e-mail**) meeting notice **shall not** comply with the requirements of this section. A member appearing at any meeting of the Association shall be conclusively presumed to have received due notice of such meeting unless he makes such appearance solely of the purpose of protesting his lack of notice thereof.

3.4 Presiding Officer -The President, or his absence, the Vice President, shall serve as the chairman of every meeting of the members unless some other person is elected to serve as chairman by a majority vote of the members represented at the meeting. The chairman shall appoint such persons as he deems required to assist with the meeting.

3.5 Quorum - Except where a greater percentage is required by Indiana State Law, the presence of any meeting of members of the Association hold fifty percent (50%) of the voting rights of the members shall constitute a quorum, whether such presence be in person or by proxy. If a quorum is present, a majority of the votes cast shall determine any matter coming before the meeting unless a different vote is required by statute, by the Articles of Incorporation, or by the By-Laws. The members at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.6 Proxies - A member may vote in person or by proxy executed in writing by the member. **A proxy shall not be valid after 45 days** from its date of execution unless a longer period is expressly stated therein. If the validity of a proxy is questioned, it must be submitted to the Secretary of the meeting, or a proxy committee appointed by the person presiding at the meeting for examination. The Secretary of the meeting or proxy committee shall determine the validity or invalidity of the proxy submitted. Reference by the Secretary in the meeting minutes to the regularity of the proxy shall be received as prima facie evidence of the facts stated for the purposes of establishing the presence of a quorum at such meeting and for all other purposes.

3.7 Adjournment - Any meeting of the members, whether a quorum is present or not, may be adjourned by members holding a majority of the votes represented at the meeting.

3.8 Action of Members without a Meeting - Any action which may be taken at a meeting of the members may be taken without a meeting, provided a written approval and consent, setting forth the action authorized, is signed by each of the members entitled to a vote. On the date on which the last such member signs such approval and consent, and upon filing of such

approval and consent with the officer of the Association having custody of its books and records, such approval and consent so filed shall have the same effect as a unanimous vote of the members at a Special Meeting called for the purpose of considering the action authorized.

3.9 Robert's Rule of Order - Robert's Rule of Order, as revised, when not in conflict with these By-Laws and/or the Declaration of Covenants, shall govern the proceedings of the regular and special meetings of the Association.

Article IV -Board of Directors

4.1 The Association shall elect of Board of Directors. The Board of the Directors shall manage the affairs of the Association in accordance with the requirements of the Declaration of Covenants and these By-laws.

4.2 As defined in the Declaration of Covenants, the responsibilities of the Board of Directors include but shall not be limited to:

- 4.2.1 Administration and enforcement of Covenants and Restrictions
- 4.2.2 Maintenance, repair, and upkeep of the Common Areas
- 4.2.3 Procurement and maintenance of required and applicable insurance coverage's
- 4.2.4 Assessment, collection, and management of Assessment monies from the Owners
- 4.2.5 Adopting, rescinding, or amending the rules and regulations of the Association in accordance with the Covenants, and By-Law amendment procedure(s)

4.3 No Director shall receive compensation for his/her services as such director.

4.4 **Non-Liability of the Board of Directors:** Neither the Director of the Association nor any member of a Committee shall be liable to the Owners nor any other persons for any error or mistake of judgment in carrying out their duties and responsibilities as said Director of Committee member, except for their own individual willful misconduct or gross negligence.

4.5 Board of Directors

4.5.1 The Board of Directors shall consist of one (1) President, one (1) Vice President, one (1) Treasurer, one (1) Secretary, and three (3) Directors at Large

4.5.1.1 In accordance with the Articles of Incorporation, the number of Directors shall be no less than three (3) no more than nine (9).

4.5.1.2 President: The President's duties shall include, but not limited to, presiding at all meetings, appointing Special Committees as are

necessary for the proper conduct of business of the Association, and shall serve as ex-officio of each

4.5.1.3 Vice-President: The Vice-President shall have and exercise all of the duties of the President during his/her absence or inability to act. The Vice President shall also act as an assistant to the President.

4.5.1.4 Treasurer: The Treasurer shall be the custodian for all funds of the Association, and duties shall include, but not limited to:

1 Keep full and accurate and chronological accounts of receipts and disbursements in books belonging to the Association, and to deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. Such records and receipts specifying and itemizing the expenses incurred shall be available for inspection by the Board of Directors and members at convenient times and days upon reasonable notice.

2 Disburse the funds of the Association for proper expenses as may be authorized by the Association and/or Board of Directors, taking proper vouchers for such disbursements.

3 The Treasurer shall provide the Association members at regular meetings, and the Board of Directors when they so require, an accurate and comprehensible account of the transactions of the Association's funds.

4 Maintain accurate lists and descriptions of all of the assets of the Association

5 Drafting of all checks, notes and orders for the payment of money as required in the business of the Association and to see that all such instruments are properly executed.

4.5.1.5 Secretary: The Secretarial duties shall include, but not limited to:

1 Record and keep the minutes of all meetings.

2 Maintain copies of all official correspondence to and from the Association.

3 Conduct such correspondence as may be delegated to the office.

4 Give or cause to be given notice of all meetings, as required.

5 Maintain a list of current members of the Association

4.5.1.6 Directors at Large - Directors at Large are responsible for voting on issues and active participation in Board responsibilities.

4.5.1.7 The Board of Directors shall establish any and all appropriate committees. The committees may include, but may not be limited to: Covenant Enforcement Committee, Architectural Review and Control Committee, Common Area Maintenance Committee, Welcoming and Membership Committee, Crime Watch Committee, etc

4.5.1.8 The Board of Directors may take it upon themselves, or may appoint any Member(s) of the Association who so desires to serve as an Association newsletter coordinator, and/or internet website coordinator.

4.5.1.9 All committees established by the Board of Directors, including the Association newsletter and website coordination committees, shall report to the Board of Directors.

4.6 Qualifications and Election of the Board of Directors

4.6.1 Qualifications: Directors shall have attained the age of twenty-one (21) years, and shall be a member of the Association, in good standing as defined in section 2.3, for a minimum of 6 months.

4.6.2 Election: There shall be elections at each annual meeting of the members of the Association, an election of the Board of Directors. In accordance with articles of Incorporation, each Director shall serve a one (1) year term, or until their successors are elected and installed.

4.6.2.1 The election shall be by secret ballot at the annual meeting of the Members of the Association. Election of a Member to the Board of directors shall be based upon of majority of all the votes cast at the annual meeting of the Members of the Association.

4.6.2.2 Newly elected Directors shall assume office at the conclusion of the annual meeting at which they are elected.

4.6.3 Remove, Resignation, and Vacancy replacement - Any Director may resign at any time, such resignation may be tendered either orally or in writing, directed to any member of the Board of Directors. In accordance with the Articles of Incorporation, the Board of Directors may remove any Director of the Association at any time, either with or without cause. Such action shall be by resolution of the Board of Directors declaring such removal to be in the best interest of the Association and adopted at any regular or special meeting of the Board by a two-thirds (2/3) vote of the

Directors in office at that time. A vacancy in an office resulting from any cause may be filled, by a majority vote of the directors in office at that time.

Article V -Fiscal Affairs

Annual Budget - the Treasurer shall prepare an annual operating budget, setting forth anticipated revenue and proposed operating expenditures for the calendar year, and submit to the Board of Directors no later than 15 November of each year.

5.1.1 The annual operating budget shall be approved by the Board of Directors no later than 01 January and made available to the membership within a reasonable time thereafter.

5.1.2 The budget shall be reviewed by the Board of Directors periodically and updated as required.

5.2 Dues and Special Assessments - The Board of Directors shall establish and collect annual dues and/or special assessments in a manner consistent with the provisions of the Declaration of Covenants. The annual dues may vary from year to year, but shall be the same for all members.

5.2.1 All members are responsible for all dues and special assessments in accordance with the provisions of the Declaration of Covenants.

5.2.2 The Board of Directors may take legal actions against any member who fails to pay any annual dues or special assessments in a manner consistent with the provisions of the Declaration of Covenants.

5.2.3 Written notices of the annual assessments shall be sent to every Owner subject thereto no later than 01 February, with the requirement of being paid in-full no later than 01 March.

5.2.4 The Association shall, upon request, and for a reasonable charge, furnish a certificate-receipt signed by an officer of the Association setting forth whether the assessments of a specific Lot have been paid. A properly executed certificate of the Association as the status of the assessments on a Lot is binding upon the Association as of the date of issuance.

5.3 Deposits and Petty Cash - All funds and monies of the Association shall be deposited ONLY in national

banks, state banks, or trust companies operating in accordance with the laws of the State of Indiana, and then only in an institution where the deposits are insured by the FDIC.

5.4 Insurance - The Association shall procure and maintain in force adequate liability insurance coverage as specified in the Declaration of covenants. The Board of Directors may obtain other insurance above and beyond the minimum requirements The Declaration of Covenants, in such amounts as they deem necessary and appropriate.

5.5 Power of the Board of Directors - The Board of Directors may authorize any agent or agents to enter into any contract, or to execute any instrument in the name of and on behalf of the Association. Any authority so conferred on such agent may be either general or special.

5.6 Manner of Signing Required - The Board of Directors may from time to time by resolution of the Board, determine the officer(s) whose signature must appear on the various checks, drafts, and other orders for payment executed on behalf of the Association.

5.7 Contracts for Management and Maintenance Service - The Board of Directors may, in its discretion, arrange to have the maintenance and care-taking functions of the Association or any part thereof performed by a third party or parties pursuant to contract.

Article VI-Bylaw Amendment

6.1 Bylaw Amendment by the Members - At any annual or special meeting, the Bylaws may be adopted, made, altered, amended, or repealed by a quorum of the Members as defined in section 3.5, provided proper meeting notice, including the intent to amend the Bylaws has been given.

6.2 These Bylaws may be amended by the Board of Directors at any time to correct spelling and typographical errors.

Article VII-General Provisions

7.1 Failure to Enforce Not a Waiver of Rights - the failure of the Association or the Board of Directors to enforce any

item, term, or condition contained herein shall in no event be deemed to be a waiver or the right to do so thereafter, nor of the right to enforce any other such term, or condition.

7.2 Effect of Invalidation - if any provision of the Bylaws is held to be invalid by any Court, the invalidity of such provision shall not affect the validity of the remaining provisions thereof.

Filename-Wakefield West By-laws
Date of Inception 3-05-04