

WOODLANDS HOMEOWNERS ASSOCIATION, INCORPORATED

BY-LAWS

(Revised February 2005)

ARTICLE I **NAME AND LOCATION**

Section 1 - Name and Governance. The name of the Corporation shall be the Woodlands Homeowners Association, Incorporated, hereinafter referred to as the Corporation. *This Corporation shall be governed by the Articles of Incorporation, as amended, these By-Laws and the Declaration of Covenants and Restrictions, recorded in Hamilton County, Indiana as Document #8516 in Book 261 at Page 87, as amended, hereinafter referred to as the Declaration. In the event of any inconsistency between these By-Laws and the Declaration, the provisions of the Declaration, as amended, shall control.*

Section 2 - Location. The principal office of the Corporation shall be located at The Woodlands Clubhouse, 10700 Lakeshore Drive East, Carmel, Indiana 46033.

ARTICLE II **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of March and end on the last day of the February next succeeding.

ARTICLE III **MEMBERSHIP**

Section 1 - Eligibility. *Owners of Lots in The Woodlands I, II, III and IV, and Briar Creek I and II are known as Class A members of the Corporation and are mandatory members of the Corporation. Owners of Lots in Woodland Green, Eden Forest, Eden Glen, and specified Lots in Eden Estates ("Supplemental Real Estate") are eligible for Class C membership. Class C membership is conditioned upon payment of an initial fee and annual fees. Schutz and Thompson, Inc., and all successors and assigns designated by it as a Class B member in a written notice mailed or delivered to the resident agent of the Corporation are Class B members as specified in the Declaration.*

Section 2 - Privileges.

A. Voting Rights and Eligibility to Serve as Officer or Director.

(1) Class A Members. *Class A members shall be entitled to vote at any meeting of the membership of the Corporation if all fees and assessments required to be paid by the member prior to the meeting have been paid (hereafter called, "Good Standing"). Each Class A Lot in Good Standing shall be entitled to one vote regardless how many individuals or entities hold title to the Lot. Class A members may be elected Officers and Directors of the Corporation.*

(2) Class C Members and Record Lot Owners of Supplemental Real Estate. *Class C Members do not have any voting rights except for those expressly set out in the Declaration. Therefore, Class C members are only entitled to vote on amendments to Article III of the Declaration (regarding the rights and obligations of owners of Additional Real Estate and Supplemental Real Estate) and Article IV, Section 2 of the Declaration (regarding the voting rights of the members of the Corporation). In addition, record Lot owners of real estate lying within the Supplemental Real Estate may vote on amending Article III and Article IV, Section 2 of*

the Declaration whether or not such record owners are Class C Members. Each Lot in the Supplemental Real Estate shall be entitled to one vote regardless how many individuals or entities hold title to the Lot. Class C members and record owners of Supplemental Real Estate may not serve as either Officers or Directors of the Corporation.

(3) Class B Members. *Class B members may not become Officers and/or Directors of the Corporation. Class B Members may only vote so long as they own Lots within the recorded plat of the Woodlands Subdivision or land which is in the Original Real Estate or the Additional Real Estate, but which is not included in a recorded plat of the Woodlands Subdivision.*

(4) Member Voting Procedures. *For any matter subject to vote of the membership, votes must be cast in person at a meeting. Voting shall be by simple majority vote of those entitled to vote on the matter, unless otherwise required herein or in the Articles of Incorporation or in the Declaration.*

B. Use and Enjoyment of Common Properties. *Owners of each Class A and Class C Lot who are in Good Standing and their (i) parents, (ii) children, (iii) sons and daughters-in-law, (iv) grandchildren, and (v) any other family member who lives with them shall have the right to use and enjoy the Common Properties of the Corporation without payment of guest fees. The Board of Directors has the right to suspend the use and enjoyment of the Common Properties of Class A members who are delinquent in paying annual fees or special assessments until the fees and assessments are paid. Class C members may not use the Common Properties during a fiscal year unless they have paid the initial fee and all of the annual fee for that year.*

C. Rental Properties. *Either the Owner or the tenant, but not both, of a Lot which is rented shall have the privilege of voting and the privilege to use and enjoy the Common Properties. The Owner shall retain these rights to the exclusion of the tenant unless and until the Owner transfers these rights to the tenant in writing, and this transfer is delivered to the Clubhouse Manager or to the Membership Director. The Owner remains liable for annual fees and assessments which become due during their ownership of the Lot.*

Section 3 - Termination of Membership. *Class A and Class C membership in the Corporation terminates when a member no longer owns property in the areas identified in Article III, Section 1. In addition, Class C membership also terminates if the annual fees are not paid on or before the due date. If Class C membership is terminated, Class C members may join again only by paying another initial fee and all of the current year's annual fees.*

ARTICLE IV

FEES

Section 1 - Purpose. *The fees paid to the Corporation shall be used exclusively to promote the recreation, health, safety and welfare of the members and for the improvement and maintenance of the Common Properties, including, but not limited to the payment of taxes and insurance for the Common Properties, grass cutting, repair, replacement and improvements of the Common Properties, and for such other matters as are deemed proper by the Board of Directors of the Corporation, and to pursue the objectives of the Corporation as outlined in the Articles of Incorporation and in the Declaration.*

Section 2 - Amount. *The amount of fees shall be set as provided by Article VI, Sections 5 and 6, of the Declaration and may be changed as follows:*

A. *The annual fees may be increased each year by the Board of Directors of the Corporation not more than five per cent (5%) above the annual fees for the previous year without a vote of the membership.*

B. *The annual fees may be increased in one year more than five per cent (5%) above the annual fees for the previous year by the affirmative vote of two-thirds (2/3) of the Class A members and the Class B members entitled to vote, if any, who are in attendance in person or by Proxy at a meeting called for this purpose.*

C. *The Corporation may levy in any year a special assessment applicable to that year only for the purpose of defraying, in whole or in part, the cost of any construction, reconstruction, repair or replacement of a capital improvement upon the Common Properties, including fixtures and personal property related thereto, provided such assessment has the affirmative vote of two-thirds (2/3) of the Class A members and the Class B members entitled to vote, if any, who are in attendance in person or by Proxy at a meeting called for this purpose.*

D. *The Class C annual fees which are due for a year are in the same amount as the Class A annual fees which are due for that year, and the Class C annual fees are automatically adjusted in the same amount and at the same time as the Class A annual fees. The initial fee owed by Class C members is \$100. If there is a break in the membership of a Class C Lot, then another initial fee must be paid to restore membership in addition to all of the annual fees for the year.*

E. *Written notice of a meeting for the purpose of either increasing the annual fees more than 5% or for the purpose of levying a special assessment shall be sent to all members, whether or not they are entitled to vote, not less than ten days, nor more than thirty days in advance of the meeting. At the first such meeting called, the presence of Class A and Class B members in person or by Proxy entitled to cast fifty percent of the votes of each class shall constitute a quorum. If the required quorum is not present, subsequent meetings may be called subject to the same notice requirements, and the required quorum at each subsequent meeting shall be one-half of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than thirty days following the preceding meeting.*

Section 3 - Notice and Non-Payment. *The Board of Directors shall fix the amount of the annual assessment against each Lot no later than February 1 of each year. Written notice of the annual assessment shall be sent to every Owner subject to the payment thereof at least 30 days in advance of the due date. The due date of the assessment may be fixed or changed from time to time by the Board of Directors, and the due date set shall be included in the written notice of the annual assessment which is sent to the members.*

A. Class A Non-Payment. *The annual fees and special assessments with respect to each Class A Lot, together with interest, costs and reasonable attorneys' fees, shall be a charge on the Class A member's Lot and shall be a continuing lien upon the Lot against which the assessment is made. Each such assessment, together with interest, costs and reasonable attorneys' fees, shall also be the personal obligation of the person who was the Owner of such Lot at the time when the assessment became due. Any annual fees or special assessments which are not paid when due shall be delinquent. If the annual fees or a special assessment is not paid within thirty days after the due date, the fees or assessment shall bear interest from the due date at the rate of 8% per year. The Corporation, acting on behalf of all Lot Owners, shall have all rights to enforce payment of the annual fees and special assessments as set out in the Declaration, and as otherwise provided by law. No Class A Lot Owner may waive or otherwise escape liability for the annual fees or assessments by non-use of the Common Properties or by abandonment of his*

or her Lot. A Class A member is not in Good Standing unless all annual fees and assessments which are due have been paid.

B. Class C Non-Payment. Class C members are entitled to use and enjoy the Common Properties only upon the payment of the initial fee and a fee each year equal to the annual assessment against Class A members. Class C members have no obligation to pay any fees except as a condition precedent to the use and enjoyment of the Common Properties. The failure to pay any such fees shall not be in any manner construed to be a lien or charge against any Class C Lot. If a Class C membership is terminated, a Class C member may join again only by paying another initial fee and all of the current year's annual fee.

Section 4 - Sale of Property.

A. Class A Lots. The person or entity which is the Owner of a Class A Lot at the time when annual fees or special assessments become due is responsible for payment to the Corporation of the entire annual fee and all of any applicable annual special assessment, even if the Owner sells the Lot during the fiscal year. The Owner may, however, pro rate the annual fees and assessments between him and the buyer at the closing of the sale in whatever manner the Owner and buyer agree. The buyer of a Class A Lot will not be in Good Standing, however, unless all annual fees and assessments which are due for the year of the sale have been paid to the Corporation in full. A buyer of a Class A Lot cannot become in Good Standing by making a partial or prorated payment of annual or special assessments for the year of the sale unless the Owner/seller has paid the rest of the annual and special assessments for the year of the sale. A buyer will, however, be in Good Standing even though the Owner/seller is delinquent for years prior to the year of sale if the annual and special assessments for the year of the sale are paid in full.

B. Class C Lots. The buyer of a Class C Lot will not be in Good Standing for the year of the sale unless the entire annual fee for the year is paid by the seller and/or the buyer. In addition, the buyer will have to pay the initial fee unless the seller or a previous owner paid the initial fee, and the Lot has remained a Class C member each year since payment of the initial fee.

ARTICLE V **MEMBERSHIP MEETINGS**

Section 1 - Annual Meeting. The Annual Meeting of the Corporation shall be held the second week of March at the Woodlands Clubhouse. Ten days' notice will be given to all members whether or not they are entitled to vote.

Section 2 - Special Meetings. Special meetings of the membership may be called by the Board of Directors when the Board deems it to be in the best interests of the Corporation. Special meetings may also be called at the written request of at least thirty five (35) members of the Corporation who are in Good Standing. Ten days' notice of a special meeting shall be given to all members entitled to vote.

Section 3 - Quorum. A quorum for the transaction of business at any annual or special meeting shall consist of thirty- five (35) members unless otherwise specified in the Declaration.

Section 4 - Voting. The voting procedures as outlined in Article III, Section 2 of the By-Laws shall prevail for annual and special meetings, unless otherwise specified in the Declaration.

ARTICLE VI

BOARD OF DIRECTORS

Section 1 - Number, Qualifications, and Term of Office. The Board of Directors shall consist of the Officers of the Corporation, plus the following seven elected directors:

- A. Clubhouse Director - shall be elected in odd-numbered years.
- B. Grounds Director - shall be elected in odd-numbered years.
- C. Membership Director - shall be elected in odd-numbered years.
- D. Co-Activities Director - shall be elected in odd-numbered years.
- E. Co-Activities Director - shall be elected in even-numbered years.
- F. Pool Director - shall be elected in even-numbered years.
- G. Tennis Director - shall be elected in even-numbered years.

The seven (7) elected directors set out above shall each serve for the lesser of two years or until their successor has been elected and qualified. *Only Class A members of the Corporation in Good Standing shall be eligible to be Officers or Directors.* Directors may not succeed themselves in the same position more than one time, excluding partial terms. Directors assume responsibilities upon election.

Section 2 - Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, or otherwise, shall be filled for the remainder of the term of office by a majority vote of the remaining members of the Board.

Section 3 - Quorum. A quorum of the Board of Directors shall consist of six members present; provided however, that if the Board shall consist of fewer than nine members (by reason of a vacancy), a quorum shall consist of a simple majority of the Directors then in office.

Section 4 - Meetings. Meetings of the Board of Directors shall be held monthly. Other meetings of the Board of Directors may be called by the President at any time, or on the request of three Board members. In addition, any or all regular or special meetings by the Board of Directors may be conducted by telephone or electronic communication. Action of the Board or a committee of the Board may be taken without a meeting if prior to the action, a written consent is signed by all of the members of the Board or the committee, as applicable, and the consent is filed with the minutes of the Board. For any matter subject to vote of the Board, votes may be cast in person at a meeting or by a written proxy which is signed and delivered to a member of the Board of Directors before or at the meeting.

Section 5 - Powers and Responsibilities. The Board of Directors shall have full power, authority, and responsibility for the management of the property and affairs of the Corporation, and may take whatever action is necessary to carry out the purposes and aims of the Corporation as stated in the Articles of Incorporation, the Declaration and these By-Laws. The Board of Directors shall approve and define the duties of all necessary committees and committee chairmen. The Board shall set salaries of all paid employees. The board will compensate (compensation equal to the annual fees of the fiscal year following their service) each of its members for their prior year of service annually unless the board member objects to the policy by notifying the president in writing 15 days prior to the annual meeting to be voted on at the annual meeting. The Board shall retain an independent accountant to audit the financial records of the Corporation at least every other year.

The Board of Directors or its duly authorized agent shall obtain insurance for all the Common Properties against loss or damage by fire or other hazards in an amount sufficient to cover the full replacement cost of any repair or reconstruction work in the event of damage or destruction from any hazard for which coverage is reasonably available, and shall also obtain a broad form public liability policy covering all

Common Properties and all damage or injury caused by the negligence of the Corporation or any of its agents. Said insurance may include coverage against vandalism. Each new Board will set the duties and responsibilities of the Directors and can redefine titles and job duties as necessary or desirable.

ARTICLE VII **OFFICERS**

Section 1 - Number, Election, and Term of Office. The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The President and Vice-President shall be elected annually for one-year terms. The Secretary and Treasurer shall be elected every other year for two-year terms. The general membership shall elect the Officers, as applicable, at the Annual Meeting, and the duly elected Officers shall take office immediately. The Secretary shall be elected in even-numbered years. The Treasurer shall be elected in odd-numbered years. Officers may not succeed themselves in the same position more than one time, excluding partial terms.

Section 2 - President. The President shall, when present, preside at all meetings of the Corporation and of the Board of Directors. He or she may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be an ex-officio member of all committees. He or she shall have such usual powers of supervision and management as may pertain to the office of the President and perform such duties as may be designated by the Board. The President shall be responsible for hiring and reviewing a manager for the Clubhouse and for appointing legal counsel.

Section 3 - Vice-President. The Vice-President shall, in the absence of the President, possess all the powers and perform all the duties of the office of the President. The Vice-President shall perform such other duties as the President and the Board of Directors may assign.

Section 4- Secretary. The Secretary shall conduct all official correspondence, and shall record and keep the minutes of all meetings of the membership or the Board. The Secretary shall also perform such other functions as may be incident to the office, including but not limited to, direct responsibility of overseeing publication of the newsletter. The Secretary shall turn over to his or her successor the minutes of all previous meetings of the membership or the Board.

Section 5 - Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. They shall deposit the funds at such banks or depositories as the Board of Directors may designate. The Treasurer shall submit a financial report to the membership at the Annual Meeting and, in general, perform all duties incident to the office. The Treasurer will provide a financial report at each regular Board Meeting. The Treasurer shall obtain an independent audit of the books of the Corporation at least every other year.

Section 6 - Vacancies. Any vacancy of an Officer's position caused by death, resignation or otherwise, shall be filled for the remainder of the term of office by a majority vote of the remaining members of the Board, except that if the President's office is vacated, the Vice-President shall automatically assume the office of the President, and the office of the Vice-President shall be filled for the remainder of the term of that office by a majority vote of the remaining members of the Board.

ARTICLE VIII **NOMINATIONS AND ELECTIONS**

Section 1 - Nominations. At least (60) days prior to the Annual Meeting of the members of the Corporation, the Vice President with the consent of the Board of Directors, shall appoint a Nominating

Committee of not less than three nor more than seven members. The Vice President shall meet with the nominating committee and appoint a chair of the Committee. The Committee shall prepare a slate of candidates to replace officers and directors whose terms will be concluded. The report of the Nominating Committee shall be sent to all voting members of the Corporation at least ten (10) days prior to the Annual Meeting. After the report of the Nominating Committee has been given at the Annual Meeting, the President shall call for nominations from the floor.

Section 2 - Election of Officers and Directors. The election shall be by written or oral ballot, at the discretion of the President. The procedures for voting are set out in Article III, Section 2(A)(4) above. Class C members cannot serve as an Officer or Director, nor can they vote for candidates for Officer or Director.

ARTICLE IX **AMENDMENT TO BY-LAWS**

Amendments to the By-Laws may be made by the affirmative vote of any seven members of the Board of Directors at two consecutive meetings which are at least 10 days apart. At least 7 days notice shall be given to the Board of each of the meetings. *However, provisions of the By-Laws which are in italics may only be amended as provided in the Declaration to the extent they are mandated by the Declaration.*

ARTICLE X **IMPEACHMENT**

Any Officer or Director may be removed at any meeting of the Board of Directors by the unanimous vote of the remaining directors. In addition, three consecutive absences, or a total of five absences in any fiscal year, of any Officer or Director may be considered reasonable grounds for the Officer's or Director's dismissal upon affirmative action by a majority of the remaining Board members.

ARTICLE XI **RULES AND REGULATIONS**

The Board of Directors reserves the right to promulgate any and all rules and regulations deemed necessary to carry out the stated purpose of the Corporation. Capitalized terms used herein, but not defined herein, shall have the meaning set out in the Declaration.