

# **BY-LAWS OF THE VALLEY OF THE PINES LOT OWNERS ASSOCIATION**

## **ARTICLE I – IDENTIFICATION**

### **Section 1 - Name**

The name of the Association shall be VALLEY OF THE PINES COMMUNITY ASSOCIATION, INC. (Hereafter referred to as the “Association”).

### **Section 2 - Fiscal Year**

The fiscal year of the Association shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

## **ARTICLE II – MEMBERSHIP**

### **Section 1 - Members**

The owners of each and every lot in the subdivision known as the Valley of the Pines in Steuben County, Indiana, and additional platted areas thereto shall be members of this Association. An owner is defined as the fee simple title owner of said lot, to include the developer, and in the event of a contractual sale of real estate of one of the lots in said subdivision by developer, to a third party, said contractual buyer is to be the owner of said lot for the purposes of membership in the Association or so long as said purchaser is current in the obligations imposed by the contract to purchase real estate.

### **Section 2 - Voting Rights**

Each owner of a lot in Valley of the Pines or additional areas platted thereto, shall be entitled to one vote for each lot owned provided he/she are current in their annual maintenance fee. The vote for any lot owned by more than one person shall be a single vote. **(Amended 7-10-88)**

### **Section 3 - Board Member Qualification (Section added 7-10-88)**

Candidates for election to the Board of Directors must meet the following qualifications:

- a) Meet the qualifications of a member as stated in Article II, Section 1.
- b) Must be current in his/her annual maintenance fees.

Candidates for a board Officer must be willing to serve in the position of the office. **(Amended 5-29-99)**

## **ARTICLE III - MEETINGS OF MEMBERS**

### **Section 1 - Place of Meetings**

All meetings of the members shall be held at such places within Steuben County, Indiana, as shall from time to time be fixed by the Board of Directors.

### **Section 2 - Annual Meeting**

The annual meeting of the members for the transaction of whatever business may properly come before such meeting, and for the election of directors for a two (2) year term commencing with the year 1986, shall be held on the Saturday morning proceeding Labor Day. If for any reason the annual meeting of the members shall not be held at that time and place herein provided, the same may be held at any time thereafter, but not later than the close of such fiscal year of the Association. **(Amended 8-31-91)**

### **Section 3 - Special Meetings**

Special meetings of the members may be called at any time by the President, by the Board of Directors, or by a written request of members owning not less than one-fourth of all those lots in Valley of the Pines which are current in annual fees to the Valley of the Pines at the time of the request and entitled by the Articles of Incorporation to vote, delivered to the secretary. **(Amended 6-7-97)**



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### Section 4 - Notice of Meetings

A written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by an officer of the Association to each member of the Association at the time entitled to vote, at such address as appears upon the records of the Association, at least ten (10) days before the date of the meeting. Notice of any such meeting may be waived by any member if the waiver sets forth in reasonable detail the purpose or purposes, for which the meeting is called, and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of such meeting.

### Section 5 - Voting at Meetings

Every member shall have the right at every member's meeting of the Association to one vote for each lot which is shown in his name on the books of the Association and which is current in annual fees and entitled to vote by the Articles of Incorporation. **(Amended 6-7-97)**

### Section 6 - Proxies

A member may vote, either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact and delivered to the secretary prior to the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

### Section 7 - Quorum

Unless otherwise provided by the Articles of Incorporation, at any meeting of the members, the presence of owners of one-third of the lots current in annual fees and entitled by the Articles of Incorporation to vote, represented in person or by proxy, shall constitute a quorum. **(Amended 6-7-97)**

### Section 8 - Organization

The President, and in his or her absence, the vice-President, and in their absence any member chosen by the members present, shall call such meetings of the members to order and shall act as chairman of such meetings, and the secretary of the Association shall act as secretary of all meetings of the members. In the absence of the secretary, the presiding officer may appoint a member to act as secretary of the meeting.

### Section 9 - Written Consent

Any action required or permitted to be taken at a meeting of the members, may be taken without a meeting if, prior to such action, a consent in writing setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the members' minutes.

### Section 10 - Adjournment

Any meeting may be adjourned for any reason by a majority of the members present, to at time and place determined by such majority. At any such adjourned meeting of which a quorum shall be present, any business may be transacted that might have transacted at the meeting as originally called.

## **ARTICLE IV - BOARD OF DIRECTORS**

### Section 1 - Board of Directors

The Board of Directors shall consist of seven members, four to be elected at the annual meeting of the members held each even-numbered year, and three to be elected at the annual meeting held each odd-numbered year. Such directors shall hold office for a two year term until their successors are elected and qualified. Officers of the board as defined in Article V are also board directors but shall be directly elected by the membership to two year terms specifically for each board office, distinct from the election of non-officer members of the board. **(Amended 8-31-91, 5-29-99)**

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### Section 2 - Duties

The corporate power of this Association shall be vested in the Board of Directors, who shall have the power of maintaining and administering the Association properties and facilities, and administering and enforcing the covenants, restrictions, and assessments and charges provided by the Articles of Incorporation or otherwise. They shall employ and release such agents and servants they deem advisable and fix the rate of compensation of all agents, employees, and officers. The property manager is an employee of the board, and is directly accountable to the board. However, the termination of the property manager shall require a majority of eligible votes cast at a special or regular meeting or by mailed ballot of the Association general membership, with the exception that the board shall have termination authority during any fixed trial employment period if the property manager was employed under such an arrangement. **(Amended 4-3-99)**

### Section 3 - Resignation

A director may resign at any time by filing his written resignation with the secretary.

### Section 4 - Removal

At a meeting of the members called expressly for that purpose, directors may be removed with or without cause, or with cause by the Board of Directors.

### Section 5 - Vacancies

In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next annual meeting at which directors are elected and until his or her successor is elected and qualified. If the vote of the remaining members of the board shall result in a tie, the vacancy shall be filled by members at the annual meeting or at a special meeting called for the purpose. Members shall be notified of the name, address, principal occupation and other pertinent information about any director elected by the Board of Directors to fill any vacancy.

### Section 6 - Annual Meeting

#### A. Organizational Meeting

The Board of Directors shall meet immediately after the annual meeting of the members at which they are elected, at the place where such meeting of the members has been held, for the purpose of organization and consideration of any other business that may be brought before the meeting.

#### B. Board Committee Structure

At the organizational meeting of the new Board of Directors, the following committee assignments will be established, with each board member assigned as the liaison from the board to the committee:

##### 1) Rules/Regulation Committee

The purpose of this committee is to hear complaints or suggestions regarding the current rules and/or regulations, use of the property, and code violations; and to promote harmonious relations between property owners and property owners, and between the board and property owners.

##### 2) Lake and Grounds Committee

The main purpose and objective is to make suggestions, plan, and recommend to the board of directors a plan of action concerning lake, grounds, and road conditions; and to direct any community work projects in these areas as approved by the board of directors. The property manager shall be an ex officio member of this committee.



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### 3) New Members Committee

The purpose of this committee is to identify and welcome new association members to our community; advising new members on association rules and other information on The Steuben County area.

### 4) Clubhouse and Game Room Committee

The purpose of this committee is to suggest, plan and make recommendation to the Board of Directors on the general appearance, maintenance and upkeep of the clubhouse and game room areas which includes the shed, outside equipment surrounding the clubhouse area and the proper usage of the clubhouse. This committee is to work with the treasurer on the collection of clubhouse rentals and with the social committee on the proper usage of the clubhouse. The property manager shall be an ex officio member of this committee.

### 5) Social Activities Committee

The committee's main purpose is to plan activities approved and sponsored by the board of directors which will provide for a closer and friendlier community. They shall also work with the clubhouse committee on the proper use of the facilities, making recommendations on needed repairs and equipment.

### C. Appointment of a By-Laws Committee

After the organizational meeting of the Board of Directors, the President will appoint a by-laws committee of not less than three persons, none of whom shall be board members, for a term of two years. The committee shall receive and consider all proposals given to it for amendments to the by-laws. The committee's report shall be presented at the next annual meeting at which the board members are elected. Such report shall include all proposals received as well as those initiated by the committee.

### D. Appointment of a Nominating Committee

The Board of Directors shall by majority vote appoint a nominating committee of not less than five lot owners, none of whom shall be current board members, to serve until resignation or until replaced by majority vote of the board. The committee objective is to identify candidates for election to each open board Officer and non-Officer position for the next election. A goal is to provide at least two candidates for each open position. The committee shall evaluate potential candidates on the basis of their qualifications for the needs of the position, willingness to run for election, and willingness to serve if elected. Nominating committee membership shall not exclude a person from being a board candidate. The committee shall present its candidate selections at the next annual meeting, prior to voting, and shall explain its qualification criteria for the elected position(s) at that meeting. Nominations by this committee are intended only to assure that enough good candidates are available for each election. Independent nominations by any member from the floor prior to the election vote are welcomed, and an orderly member discussion of what constitute important office qualifications and of the merits of candidates will take place during the meeting, prior to election voting. **(Paragraph added 5-29-99)**

### Section 7 - Other Meetings

Other meetings of the Board of Directors may be held upon the call of the President, or of two or more members of the Board of Directors, at any place within or without the State of Indiana, upon forty-eight hours notice, specifying the time, place and general purposes of the meeting, given to each director, either personally, by mailing, or by telegram. At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent directors, either by written instrument or by telegram.

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### Section 8 - Quorum

At any meeting of the Board of Directors, the presence of a majority of the directors shall constitute a quorum for the transaction of any business except the filling of the vacancies in the Board of Directors.

### Section 9 - Organization

The President, and in his absence the vice-President, and in their absence any director chosen by the Board of Directors present, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings. The secretary of the Association shall act as secretary of the Board of Directors, but in the absence of the secretary the presiding officer may appoint any director to act as secretary of the meeting.

### Section 10 - Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Roll call.
2. Reading of the minutes of the preceding meeting and action.
3. Reports of the officers.
4. Reports of the committees.
5. Unfinished business.
6. New business.

### Section 11 - Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if prior to such action a written consent to such action is signed by all members of the board or of such committee as the case may be, and such written consent is filed with minutes of proceedings of the board or committee.

## **ARTICLE V - OFFICERS OF THE CORPORATION**

### Section 1 - Officers

The officers of the Association shall consist of a President, one or more vice-Presidents, a secretary, and a treasurer. Any two or more offices may be held by the same person, except the duties of the President and secretary shall not be performed by the same person. The Board of Directors by resolution may create and define the duties of other offices in the corporation and shall elect or appoint persons to fill all such offices. Creation of new and additional elected offices may diminish the number of non-Officer board positions unless the membership votes to expand the number of members of the board under Article IV, Section 1. Election or appointment of an officer shall not of itself create contract rights. **(Amended 5-29-99)**

### Section 2 - Vacancies

Whenever any vacancies shall occur in any office by death, resignation, increase in number of offices of the Association, or otherwise, the same shall be filled by the Board of Directors, and the officers so elected shall hold office until his or her successor is chosen and qualified. An office vacancy occurring because no candidate agreed to run in an election for that office shall be filled by the board selecting a lot owner from on or off the board, who shall occupy that office for the full two-year term, regardless of the end of their prior board term, if any. Lot owners, from on or off the board, selected by the board to fill office vacancies occurring for all other reasons shall stand for election to the balance of that office term at the next annual membership meeting. **(Amended 5-29-99)**





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### Section 3 - President

The President shall preside at all meetings of members and directors, discharge all the duties which devolve upon a presiding officer, and perform such other duties as this code of by-laws require or the Board of Directors may prescribe.

### Section 4 - Vice-President

The vice-President shall perform all duties incumbent upon the President during the absence or disability of the President, and perform such other duties as this code of by-laws may require or the Board of Directors may prescribe.

### Section 5 - Secretary

The secretary shall have the custody and care of the corporate records and minutes. The secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. The secretary shall maintain a record of all official notices of the Association, and discharge all other duties as this code of by-laws may require or the Board of Directors may prescribe.

### Section 6 - Treasurer

The treasurer shall keep correct and complete records of account, showing accurately at all times, the financial condition of the Association. The treasurer shall be the legal custodian of all moneys, notes, securities, and other valuables which from time to time come into the possession of the Association. He shall immediately deposit all funds of the Association coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Association. The treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of financial condition of the Association, and shall perform other duties as this code of by-laws may require or the Board of Directors may prescribe. The treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors. Cost of any bond shall be paid from the funds of the Association. The treasurer shall maintain an accurate total of those lots current in annual fees, and shall make that total known to the membership prior to votes being taken at any membership meeting, or at any other time in response to an owner request for such total with regard to calling a special meeting under Article III, Section 3. **(Amended 6-7-97)**

### Section 7 - Delegation of Authority

In case of the absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officers to any other officer or to any director, for the time being, provided a majority of the entire Board of Directors concurs therein.

### Section 8 - Execution of Documents

Unless otherwise provided by the Board of Directors, all instruments in writing and legal documents shall be signed by the President and attested by the secretary. All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the Association as the directors may from time to time designate.

# BY-LAWS OF THE VALLEY OF THE PINES LOT OWNERS ASSOCIATION

## ARTICLE VI – OTHERS

### Section 1 - Additions

#### A) Audit Review Committee

The President of the Board of Directors is authorized to appoint an Auditing Committee composed of two (2) lot owners, who will review the condition of the Association financial records. The

Audit Review Committee will make known their findings at the annual meeting of the Association

In which the treasurer's term expires.

#### B) Limitation of Expenditures

The Board of Directors will be limited to authorizing individual expenditures for the purchase of equipment items not to exceed \$750. Individual expenditures for the purchase of equipment in excess of the limitation (\$750) need to be approved by a majority of the property owners present at a regularly scheduled Association meeting, or at a special meeting called for the purpose of seeking approval of the property owners.

## ARTICLE VII - CORPORATE BOOKS

### Section 1 - Place of Keeping, In General

Except otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Association or by these by-laws, the books and records of the Association may be kept at such place or places with or without the State of Indiana, as the Board of Directors may from time to time by resolution determine.

## ARTICLE VIII – AMENDMENTS

### Section 1 - Amendments

A) By-laws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of a majority thereof, as provided for in the Articles of Incorporation. This paragraph a provision for amendment of the by-laws by the Board of Directors is revocable only by action of the general membership in accordance with paragraph B of this section. **(Amended 6-7-97)**

B) Members may adopt, amend, or repeal any of the By-laws, at any meeting of the members provided all members have received notice at least TEN (10) DAYS PRIOR to the proposed action. Passage requires vote of a majority of those voting. **(Amended 6-13-87)**

C) Written notice of passage of each new revision to the By-laws shall be supplied to each lot owner, along with a description of passage method and vote, at the next general membership meeting. Owners absent at that meeting shall be sent such written notice by mail no later than thirty (30) days prior to the next following general membership meeting. **(Added 6-7-97)**

Transcription Notes:

This is a re-type (with changes) of the R. Rank "July 15, 1988" and C. Denlinger "Sept 5, 1992" by-law updates. The amendments have been verified in membership minutes of the respective periods and in discussions with association officers from those periods. However, a purported 9-1-90 amendment to Article VII -- Amendments, Section 1, Paragraph A (noted in the 1992 update) which changed the word "Board of Directors" to "general membership" has not been substantiated in any minutes or records of 1990 meetings currently known to exist, and has therefore been revised back to the 1988 rendering. No other By-Law amendments have been documented as approved by member vote or board of director action in written minutes. Additionally, the By-laws herein reflect the general practices and procedures as followed over the last several years in the conduct of association affairs. As a result, the amended document contained herein should be considered to be the current, accurate, and effective By-laws for the Valley of the Pines, and will be the version used in future conduct of association business and as the baseline for any future amendment actions. It is my expectation that current and future empanelment's of the Board of Directors will keep the membership advised in writing of any future By-law change passages and their passage vote totals, so that all members will have equal and accurate reference to the rules by which we are governed.

4 Nov 1996.

James W. Rowe

President, VOP Board of Directors

Revisions have been included as a result of 5 amendments passed by a majority of the Board of Directors at the Board meeting of 7 June 1997.

7 June 1997

James W. Rowe

President, VOP Board of Directors

Revisions have been included as a result of an amendment passed by a majority of the Board of Directors at the Board meeting of 3 April 1999.

2 June 1999

James W. Rowe

President, VOP Board of Directors

Revisions have been included as a result of 6 amendments passed by a majority of the membership at the general membership meeting of 29 May 1999.

2 June 1999

James W. Rowe

President, VOP Board of Directors

Transcription Notes:

Retype of Transcription (C. Hudec, Treasurer)

22 May 2011

