

#### **BY-LAWS**

The undersigned hereby certifies that (1) she is the duly qualified and acting as President of the Wildwood Court of Munster Condominium Association, Inc. (the "Association"), and (2) attached hereto is the 2017 Amended and Restated By-Laws of the Association, duly approved and adopted by the Board of Directors of the Association on even date set forth below.

- 1. WHEREAS, the Declaration of Condominium of the Association allows the Board of Directors to amend the By-Laws; and
- 2. WHEREAS, amendments have been proposed that will suitably address the Association's needs

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Wildwood Court of Minister Condominium Association, Inc. that the existing By-Laws, as they are in effect at this time, and hereby replaced in their entirety, with the said 2017 Amended and Restated By-Laws of the Association which hereby amend and restate the By-Laws attached as Exhibit "C" to the Declaration of Condominium of Wildwood Court of Munster Condominiums in the Town of Munster, Lake County, Indiana, recorded on August 10, 2001 as Document Number 2001 064086 and 2001 064087 in the Office of the Recorder of Lake County, Indiana, as amended.

So, certified this 22<sup>nd</sup> day of November, 2017

Amy Sandow, President of the Wildwood Court of Munster Condominium Association, Inc.

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each social security number in this document, unless required by law.

DOCUMENT WITH YOUR
CONDOMINIUM PAPERS.

#### EXHIBIT C BY-LAWS OF

# WILDWOOD COURT OF MUNSTER CONDOMINIUM ASSOCIATION, INC.

A Nonprofit Corporation Under The Laws of the State of Indiana

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# SECTION 1. IDENTITY: NAME, PRINCIPAL OFFICE, CORPORATION, DEVELOPER, DEFINITIONS

- 1.1 Name: These are the Bylaws of WILDWOOD COURT OF MUNSTER CONDOMINIUM ASSOCIATION, INC., a nonprofit corporation organized under the laws of the State of Indiana, subject to the Declarations affecting specified land and improvements on it known as WILDWOOD COURT OF MUNSTER CONDOMINIUMS, as recorded with the Office of the Recorder of Lake County, Indiana, on August 10, 2001 as Document No. 2001 064086.
- 1.2 Principal Office: The principal office of the Association must be located in Lake County, Indiana. The Association may have other offices in any location as the Board of Directors may determine.
- 1.3 Corporation: The seal of the corporation shall bear the name of the corporation and the words "Nonprofit Corporation" and the year of incorporation.
  - 1.4 Developer: The condominium Developer is ATG Homes, LLC.
- 1.5 Definitions: Words and phrases as used in this document have the same definitions as provided in the Declaration of Condominium.

# SECTION 2. ASSOCIATION MEMBERS, MEETINGS, VOTING, QUORUM, PROXIES

- 2.1 Membership: The Association has only one (1) class of membership, as provided in the Declaration, the terms of which pertaining to membership are incorporated here by reference.
- 2.2 Place of Meetings: Meetings of the Association must be held at the principal office of the Association or at any other place convenient to the Members as designated by the Board of Directors.
- 2.3 Annual Meetings: Annual meetings must be held within thirty (30) days of December 1 of that year at a date and time set by the Board of Directors. At each annual meeting, the Members must elect the Board of Directors of the Association as provided by these By-Laws and transact all other authorized business.

- <u>2.4 Special Meetings</u>: Special members' meetings may be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from ten percent (10%) of the entire membership.
- 2.5 Notice of Meetings: Notice of all members' meetings stating the time and place and the purposes for which the meeting is called must be given by the President, Vice President, or Secretary unless waived as provided below. Such notice must be given in writing to each member at his address as it appears on the books of the Association and must be mailed not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Proof of such meeting may be given by the affidavit of the person giving the notice. In the case of a special meeting or when required by any governing authority, the notice must state all purposes for which the meeting is called. The Association may transact no business at a special meeting except as stated in the notice. If mailed, the notice of a meeting is deemed delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with sufficient postage prepaid.
- 2.6 Waiver of Notice: Waiver of notice of meeting of the Members is the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before, during, or after that meeting. Any Member's attendance at a meeting, whether in person or by proxy, constitutes waiver by such member of all required notice, unless that Member specifically objects to lack of proper notice at the time the meeting is called to order. Any Member's attendance at a special meeting, whether in person or by proxy, also constitutes waiver of notice of all business transacted there unless that Member specifically objects to lack of proper notice at the time the meeting is called to order.
- 2.7 Voting: The votes of the owners of a Unit owned by more than one Person may be cast only by the Person named in a certificate signed by all of the Unit Owners and filed with the Secretary of the Association. Only one Unit Owner is entitled to cast the votes for each Unit. Such certificate remains valid until revoked by a subsequent certificate. The vote of any Unit Owner lacking such a certificate on file may not be considered for any purpose. The Unit Owner that has any unpaid Association dues associated with it on the day notice of an Association meeting is sent (as shown in the Treasurer's records) or his proxy is eligible to attend the meeting and his attendance counts towards the quorum, but may not cast any vote or be eligible for any Board or officer position.
- <u>2.8 Quorum</u>: A quorum at members' meetings consists of persons entitled to cast twenty (20%) of the votes of the entire membership. A Member joining a meeting by signing and concurring in its minutes constitutes the presence of that member for determining a quorum.
- 2.9 Proxies: Votes may be cast in person or by proxy. Proxies are valid only for one particular meeting designated in that proxy and must be filed with the Secretary at a date and time set by the Secretary in the notice of the meeting.
- 2.10 Approval or Disapproval of Unit Owner: Only a person entitled to cast the votes of a Unit Owner at an Association meeting may express formal approval or disapproval of any matter, whether or not the subject of an Association meeting.

- 2.11 Adjourned Meetings: If a quorum of Members is not present for any called meeting, the Members who are present, either in person or by proxy, may adjourn the meeting as many times as needed until a quorum is present.
- 2.12 Order of Business: The order of business at annual members' meetings, and as far as practical at all other members' meetings, is:
  - 1. Call to order by the Association President or his designate.
  - 2. Calling of the roll and certifying proxies
  - 3. Proof of notice of meeting or waiver of notice.
  - 4. Reading and disposal of any unapproved minutes.
  - 5. Reports of officers.
  - 6. Reports of committees.
  - 7. Election of inspectors of elections.
  - 8. Election of directors.
  - 9. Unfinished business
  - 10. New business
  - 11. Adjournment

# SECTION 3. BOARD OF DIRECTORS: NUMBER OF DIRECTORS, GOVERNING BODY: COMPOSITION, ELECTION, TERM OF OFFICE, MEETINGS, WAIVER OF NOTICE, QUORUM, CONDUCT, FEES-

- 3.1 Number of Directors: The Board of Directors consists of three (3) persons.
- 3.2 Governing Body; Composition: The Board of Directors governs the affairs of the Association. Only Association Members may serve as directors, but no person and his spouse, domestic partner, parent, child, or sibling may serve on the Board at the same time.
  - 3.3 Election of Directors: Election of Directors must be as follows:
    - a. Members of the Board of Directors are elected by a plurality of the votes cast at the annual meeting of the members of the Association. Every person in attendance who is entitled to vote under Section 2.7, above, may cast only one secret ballot that names only one person for whom the vote is being cast. Two Association Members, chosen at random immediately before voting, plus the designated representative of any Management Agent (as provided in Section 4.2, below), must count the ballots at a location separate from the location of the meeting and immediately announce the result to the Members. In the event of a tie for the plurality, every person in attendance who is entitled to vote as provided above must cast a second secret ballot naming only one of the two candidates tied for the plurality. The Association President may not vote in any such second round of voting, except to break any tie.
    - b. In the event of death or resignation of a Director, a majority of the remaining members of the Board must select his successor, who then serves for the unexpired term of the predecessor.
    - c. A director is automatically removed from his office as director upon entry of a conviction for any felony offense.
- 3.4 Term of Office: Each Director serves for a term of three (3) years, with each position up for election in alternating years, such that only one position is elected each

year. To initiate the staggered expiration of terms, as of the date of the adoption of these Amended Bylaws, the Director with the most days served assumes a three-year term, the Director with the second most days served assumes a two-year term, and the third position, which is vacant, must have a newly elected Director to serve a one-year term. Each subsequent year, the Director whose term has expired will be up for election to a three-year term.

- 3.5 Organization Meetings: The Board of Directors must meet within ten (10) days of a Board election at a time fixed by the Directors at the meeting at which they were elected. No other notice of the Board meeting is necessary, provided a quorum of Members is present.
- 3.6 Regular Meetings: The Board of Directors must hold regular meetings at a time and place determined by a majority of the directors. All Directors must receive notice of the time and place of regular meetings in person or by mail, telephone, or electronic communication at least three (3) days before the scheduled meeting date unless that Director waives such notice.
- 3.7 Special Meetings: The President may call special meetings of the directors, and Secretary must call a special meeting at the written request of any Director. All Directors must receive notice of the time, place, and purpose of the meeting in person, or by mail, telephone, or electronic communication, at least three (3) days before the scheduled meeting date unless that Director waives such notice.
- 3.8 Waiver of Notice: Any Director may waive notice of a meeting before, during, or after the meeting, which is equivalent to receiving notice.
- 3.9 Quorum of Board of Directors: Two Directors constitute a quorum for all Directors' meetings. The acts of the Board of Directors approved by a majority of the votes present at the meeting at which a quorum is present constitute the acts of the Board of Directors except as specifically provided otherwise in the Declaration or these Bylaws. If a quorum is not present for any Board of Directors meeting, the majority of those Directors present may adjourn the meeting as many times as needed until a quorum is present. At an adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. A director joining a meeting by signing and concurring in its minutes constitutes that Director's presence for determining a quorum.
- 3.10 Conduct of Meeting: The President presides over all Directors' meetings. If the President is absent, the Vice President presides.
- 3.11 Directors' Fees: No Director may receive any compensation from the Association for acting as Director.

### SECTION 4. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 4.1: Powers and Duties: All of the powers and duties of the Association may be exercised by the Board of Directors. All powers and duties of the Board of Directors must be exercised according to the Declaration of Condominium and the Articles of Incorporation.
- 4.2: Management Agent: The Board of Directors may employ a professional management agent or agents for the Association at a compensation established by the Board to perform any duties and services authorized by the Board. The Board of Directors may delegate to the managing agent or manager, subject to the Board's supervision, any powers granted to the Board.

### SECTION 5. OFFICERS

- 5.1 Officers: The officers of the Association consist only of a President, Vice President, Secretary, and Treasurer. Any two (2) or more offices may be held by the same person, except that the President cannot also be the Secretary. The Board of Directors at any time may appoint any other officers and designate their powers and duties as it deems appropriate to manage the affairs of the Association. An officer is automatically removed from his office upon entry of a conviction for any felony offense.
- 5.2 President: The President is the chief executive officer of the Association, and has all of the powers and duties usually vested in the office of the president of an association, including the power to appoint committees at his discretion from among the Members to assist in the conduct of the affairs of the Association.
- <u>5.3 Vice President:</u> The Vice President exercises the powers and performs the duties of the President in the absence or disability of the President, and generally assists the President in the exercise of all the President's powers and duties.
- 5.4 Secretary: The Secretary must keep the minutes of all proceedings of the Directors and the Members, and must give all notices required by these Bylaws or by law. The Secretary has sole custody of the seal of the Association and may affix the seal to instruments requiring a seal, and must keep the records of the Association, except those of the Treasurer, and must perform all other duties incident to the office of the Secretary of an association and as may be required by the directors or the President.
- <u>5.5 Treasurer:</u> The Treasurer has custody of all property of the Association, including funds, securities, and evidences of debt, and must keep the books of the Association in accordance with good accounting practices, and must perform all other duties incident to the office of Treasurer.
- SECTION 6. FISCAL MANAGEMENT. The provisions for fiscal management of the Association set forth in the Declaration of Condominium and Articles of Incorporation are supplemented with the following provisions:
- 6.1 Assessment Roll: The Treasurer must maintain the assessment roll in a set of accounting containing an account for each Unit. Each account must designate the name and address of the Unit Owner, the name and address of holders of mortgages or other secured interest in the Unit, the amount of each Assessment against the Unit Owners, the dates and amounts in which the Assessments come due, the amounts paid upon the account, and the balance due upon Assessments.
- <u>6.2 Budget</u>: The Board of Directors must adopt an annual budget containing estimates of the cost of performing the functions of the Association, including the following items:
  - a. Common Ordinary Expense Fund Budget.
    - (1) For the Common Expense Account, estimates of the cost of:
      - Lawn and landscaping maintenance
      - Snow Removal
      - Garbage disposal
      - Cleaning
      - Insurance
      - · Lighting and heating
      - Sewer and water

- Other Common Area Maintenance
- Administration
- Taxes
- Legal, accounting and other professional services
- (2) For the Income Account, an estimate of all income to be received except for the income (or interest) earned on Assessments collected for the Common Capital Improvement Fund.
- (3) For the Emergency Account, an estimate of funds needed to defray the cost of an emergency, except for an emergency, the expenditure for which would constitute a common capital improvement.
- b. Common Capital Improvement Fund Budget.
  - (1) For the Alteration and Improvement Account, an estimate of the cost for alteration and improvement of the physical facilities of a capital improvement nature.
  - (2) For the Reconstruction and Replacement Reserve Account, an estimate of the cost of reconstruction and replacement of the physical facilities of a capital improvement nature, which are not covered by insurance, including:
    - Painting
    - Roofing
    - Tuck-pointing
    - Paving
    - Carpeting
  - (3) For the Income Account, an estimate of all income to be received from investment of Assessments for the Common Capital Improvement Fund.
  - (4) For the Emergency Account, an estimate of the funds needed to defray the cost of an emergency, the expenditure for which would constitute a common capital improvement.
- Assessments for both Funds must have reference to the difference between the expected expenses and the expected income.
- <u>6.3 Fiscal Year</u>: The fiscal year of the Association is the calendar year, unless otherwise established by the Board of Directors.
- <u>6.4 Depository</u>: The Association's depository is any FDIC insured bank or banks in Lake County, Indiana, as the Board of Directors may designate for the monies of the Association to be deposited. Withdrawal of monies from Association accounts may be effected only by checks or withdrawal orders, including ACH withdrawals or any other electronic form of payment, executed by persons authorized by the Board of Directors.
- 6.5 Maintenance, Repair, Replacement and Alteration of Property: Maintenance, repair, replacement and alteration of the Property and the method of paying them, and the designation and removal of personnel necessary for them, and the manner of collecting Assessments for Common Expenses, are according to the Declaration of Condominium.

6.6 Fidelity Bonds: Fidelity bonds may be required by the Board of Directors from all officers and employees of the Association and from any contractor handling or responsible for Association funds. Only the Board of Directors may determine the amount of such bonds, but the amount must equal at least the amount of the total annual assessment against members for Common Expenses. The Association must pay the premiums for all such bonds.

SECTION 7. PARLIAMENTARY RULES. Robert's Rules of Order (latest edition) govern the conduct of corporate proceedings when not in conflict with any governing documents of the Association or Indiana law.

# SECTION 8. PROMULGATION AND AMENDMENT OF RULES AND REGULATIONS.

- 8.1 Promulgation and Amendment: The Board of Directors promulgates and may amend the Rules and Regulations in accordance with the provisions of the Declaration of Condominium by a vote of a majority of all of the Directors (not a majority of a quorum). However, the Board may not amend the Rules and Regulations in any way that diminishes any restriction on non-owner occupied Units. Only a resolution adopted at a regular Members' meeting by a three-fourths (3/4) majority of Unit Owners of the total number of Units may change any provision of the Rules and Regulations as adopted by the Board.
- 8.2 Enforcement: The Rules and Regulations of the Association may be enforced in accordance with Article XIV of the Declaration of Condominium.

### SECTION 9. AMENDMENTS.

- 9.1 By-Laws: Amendments to these By-Laws must occur as follows:
  - a. Any one director or any five (5) or more members of the Association may propose an Amendment;
  - The notice of any Board of Directors meeting at which a proposed amendment is considered must contain a notice of the subject of a proposed amendment;
  - c. A resolution adopting a proposed amendment must receive approval of sixty percent (60%) of all of the directors (not sixty percent (60%) of a quorum);
  - d. An amendment when adopted becomes effective only after being recorded in the office of the Recorder of Lake County, Indiana;