

BYLAWS
OF
LANCASTER HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1. The name of the corporation is the LANCASTER HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

Section 2. The principal office of the Association shall be located at 9757 Westpoint Drive, Suite 600, Indianapolis, Indiana 46256 until and unless changed by the Board of Directors.

Section 3. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE II

DEFINITIONS

Section 1. "Declarant" shall mean Lancaster Developer, LLC, an Indiana limited liability company, and any successors and assigns of it that it designates in one or more written recorded instruments to have the rights of Declarant under the Declaration.

Section 2. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions of Lancaster, which was recorded in the Office of the Recorder of Hamilton County, Indiana, as amended from time to time.

Section 3. "Association" shall mean and refer to this corporation, which is also referred to as the "Association" in the Declaration and as the "Corporation" in the Articles of Incorporation of this Association.

Section 4. "Applicable Date" shall mean and refer to the date the Class B membership terminates as specified in Section 5.01 of the Articles of Incorporation of this Association.

Section 5. Any capitalized word or term used anywhere in these Bylaws and not defined above shall be as defined in, and have the meaning set forth in the Declaration.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership, Transfer, Voting Rights. Reference is hereby made to Article X of the Declaration and Article V of the Articles of Incorporation which sets forth terms, provisions and conditions governing and relating to membership in the Association, transfer of membership and voting rights of classes of Members, all of which terms, provisions and conditions are incorporated herein by reference.

Section 2. Quorum. The presence of Members or of proxies entitled to cast twenty-five percent (25%) of the total number of votes entitled to be cast (Class A and Class B votes combined) shall constitute a quorum.

Section 3. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Association before the appointed time of each meeting of the Members of the Association. Cumulative voting shall not be permitted.

Section 4. Majority Required. A majority of the votes of Members present (in person or by proxy) at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Association except on matters where a greater vote is required by the Declaration, the Articles of Incorporation, the Bylaws or by statute.

Section 5. Meetings. Meetings of the Members of the Association shall be in accordance with the following provisions:

A. Place. Meetings of the Members shall be held at such place in the State of Indiana as may be designated by the Board of Directors of the Association.

B. Annual Meetings. The first annual meeting of the Members shall be at any time determined by the Board of Directors. At such first annual meeting of the Members, the Members may designate a regular day or date for successive annual meetings, which date shall be not more than one (1) year after the close of each fiscal year of the Association. If the Members fail to designate such a regular day or date, the Board of Directors may continue to designate the day or date of the next annual meeting until such a designation is made by the Members. If any designated day or date falls upon a legal holiday, the actual date of the meeting shall be the next business day succeeding such designated day or date.

C. Special Meetings. Special Meetings of the Members may be called by the President, by a majority of the Board, or by written petition which is signed by not less than ten percent (10%) of all of the Members and which describes the purpose for which the meeting is to be held. Within thirty (30) days after the date of the delivery of such written request to the President or the Secretary by a Person or Persons entitled to call a Special Meeting, it shall be the duty of the President or the Secretary to give notice to the Members of such meeting, and, if such notice is not so given, the Person or Persons making such request

may call a meeting by sending out written notice, to all Members, specifying the date, time and place for the Special Meeting. Business transacted at all Special Meetings shall be limited to the subjects stated in the call or waiver of notice, and matters germane thereto.

Section 6. Roster and Notice. The Association, by and through its Secretary, shall maintain a current roster of all Members and the mailing address and legal description of the Lot owned by each Member.

A. Notice by fax or email. The Association shall also maintain any electronic mail addresses or facsimile (fax) numbers of those Members who have consented to receive notice by electronic mail or facsimile (fax). Electronic mail addresses and facsimile (fax) numbers provided by a Member to receive notice by electronic mail or facsimile (fax) shall be removed from the Association's records when the Member revokes consent to receive notice by electronic mail or facsimile (fax). However, the Association is not liable for an erroneous disclosure of an electronic mail address or a facsimile (fax) number for receiving notices.

B. Registry of mailing address. The mailing addresses and legal descriptions maintained by an Association under subsection (A):

- (1) shall be made available to a member of the Association upon request;
- (2) may be used by a member of the Association only for a purpose related to the operation of the Association; and
- (3) may not be used by a member of the Association for personal reasons.

C. Prohibition on transfer of contact information. Except as provided above in Section 6(B), an Association may not sell, exchange, or otherwise transfer information maintained by the Association under this section to any person.

D. Order of Business. The order of business at all meetings of the members shall, to the extent applicable, be as follows:

1. Roll call.
2. Proof of notice of meeting or waiver of notice.
3. Reading of minutes of preceding meeting.
4. Reports of officers.
5. Reports of committees.
6. Election of directors.
7. Unfinished business.
8. New business.

E. Voting by Co-Owners and Entities. The vote appurtenant to any Lot in which more than one person owns an interest may be exercised by any of such persons present at any meeting, unless the Association is advised (by objection or protest at the meeting or written notice prior thereto) by any other person owning an interest in such Lot that the Owners of

the Lot are unable to agree upon the manner in which the vote appurtenant to such Lot shall be cast at such meeting or on any particular question to come before such meeting. In such event, the vote appurtenant to the Lot shall not be counted at the meeting or on the particular question noted, as the case may be. In the event any Lot is owned by a corporation, then the vote appurtenant to such Lot shall be cast by a person designated in a certificate signed by the president or any vice president of such corporation and attested by the secretary or an assistant secretary of such corporation and filed with the Secretary of the Association prior to the meeting. The vote appurtenant to any Lot owned by a trust, partnership or limited liability company may be exercised by any trustee, partner or member thereof, as the case may be, and unless any objection or protest by any other such trustee, partner or member is noted at such meeting or in writing prior thereto, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes.

F. Suspension of Voting Rights. No Class A Member shown on the books or management accounts of the Association to be more than six (6) months delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. The Initial Board of Directors, named in Section 6.02 of the Articles of Incorporation of this Association, shall serve as the Board of Directors of the Corporation until the Applicable Date and, in the event of any vacancy or vacancies occurring in the Initial Board for any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by an individual appointed by Declarant. Any such individual appointed by Declarant shall thereafter be deemed a member of the Initial Board. After the Applicable Date, nomination for election to the Board of Directors shall be made from the floor at the annual meeting of the Members of the Association. Such nominations may be made only from among Members of the Association, or persons deemed to be Members eligible to serve as Directors thereof or otherwise eligible to serve on the Board of Directors in accordance with the Declaration and the Articles of Incorporation of the Association.

Section 2. Election. After the Applicable Date, election to the Board of Directors shall be by secret written ballot at the annual meeting of the Members of the Association. At such election, the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualification. Until the Applicable Date, the affairs of the Association shall be governed by the Initial Board of Directors and shall consist of not fewer than three (3) members nor more than five (5) members. After the Applicable Date, the Board of Directors shall consist of five (5) members.

Section 2. Additional Qualifications. Where an Owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner or partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity, shall be eligible to serve on the Board of Directors of the Association, except that no Lot may be represented on the Board of Directors by more than one person at a time.

Section 3. Initial Board of Directors. The initial Board of Directors named in the Articles of Incorporation (the "Initial Board") shall maintain, manage and administer the affairs and the property of the Association until the Applicable Date.

Section 4. Term of Office Generally. Such Directors shall hold office until the next annual meeting of Members, or until their successors are elected, or until they are removed or resign.

Section 5. Duties. The Board of Directors shall have the following duties:

- A. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Members holding twenty-five percent (25%) of the total votes of the membership entitled to vote;
- B. To supervise all Officers, agents and employees of the Association;
- C. To establish the Annual Assessment period and fix the amount of the Annual Assessment against each Member for each Lot owned, all in accordance with the terms of the Declaration and these Bylaws;
- D. To fix the amount of any Special Assessment against each Member for each Lot owned, all in accordance with the terms of the Declaration and these Bylaws;
- E. To send written notice of each Assessment to each Owner in accordance with the Declaration;
- F. To procure and maintain the insurance coverages required by the Declaration and such other insurance coverages as the Board of Directors, in its sole discretion, deems necessary or advisable;

G. To cause all of the Common Areas and all easements to be maintained to the extent to the Association's responsibilities therefore as provided in the Declaration.

Section 6. Vacancies. Until the Applicable Date, any vacancy in the Board of Directors shall be filled by the Declarant. Thereafter, any vacancy in the Board of Directors shall be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director for the unexpired term of his predecessor, or until his successor is elected.

Section 7. Compensation. No Director shall receive compensation for any service he or she may render to the Association as such Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, and any Director may be paid and compensated for services to the Association in a capacity other than as a Director.

Section 8. Removal of Directors. Prior to the Applicable Date, the Declarant may remove Director(s), with or without cause. After the Applicable Date, Directors may be removed by Members of the Association, with or without cause, if the number of votes cast to remove would be sufficient to elect the Directors at a meeting to elect Directors. After the Applicable Date, a Director or Directors may be so removed by the Members only at a meeting called for the purpose of removing the Director(s). Any such meeting must state that the purpose of the meeting is for voting upon the removal of Director(s). In such case, the removed Director(s) successor(s) shall be elected at the same meeting to serve for the remainder of the term(s) of the removed Director(s).

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such regular intervals, without notice, at such place and hour as may be determined from time to time by resolution of the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally, by mail, telephone or electronic transmission, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be deemed a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors

except as otherwise provided in or required by the Declaration, Articles of Incorporation, these Bylaws or statute. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors, and such other Officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members of the Association.

Section 3. Term. The Officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year or until his successor is elected and qualified unless he shall sooner resign, be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the Officers are as follows:

A. President. The President shall preside at all meetings of the Board of Directors. He shall see that orders and resolutions of the Board are carried out. He shall have the power to appoint committees from among the Members of the Association from time to time as he may in his discretion deem appropriate to assist in conducting the affairs of the Association. The President shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock corporation organized under the laws of the State of Indiana.

B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board of Directors or as are delegated to him by the President.

C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association (if any is adopted) and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association, together with their addresses, and shall perform such other duties as required by the Board of Directors.

D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint the committees provided for in the Declaration. In addition, the Board of Directors or the President may appoint various other committees to carry out the purposes of the Association. Members of such committees may, but need not, be members of the Board of Directors.

ARTICLE VIII

BOOKS OF ACCOUNT AND FISCAL YEAR

Section 1. Books of Account. The Association shall keep detailed books of account showing all expenditures and receipt of administration which shall specify the maintenance and repair expenses of the Common Areas, all easements and any other expenses incurred by or on behalf of the Association and the Members. Any holder, insurer or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive a statement for the immediately preceding fiscal year free of charge to the requesting party and within a reasonable time of such request. Current copies of the Declaration, the Articles of Incorporation, and the Bylaws of the Association, and other rules concerning the Property, shall be available for inspection by any Owner and lender, and to holders, insurers or guarantors of any first mortgage at the principal office of the Association during normal business hours or under other reasonable circumstances, where copies of the same may be purchased at reasonable costs.

Section 2. Fiscal Year. The fiscal year of the Association shall commence January 1, and end the following December 31 each year; provided, however, that the fiscal year for purposes of assessments may be different than the general fiscal year of the Association.

ARTICLE IX

CONTRACTS, LOANS & CHECKS

Section 1. Authorization. The Board of Directors may authorize any Officer or Officers or agent or agents of the Association to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these Bylaws, no Officer, agent or employee shall have any power to bind the Association or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Association shall be signed by the President, Secretary, Treasurer or such other person as the Board of Directors may from time to time designate by resolution.

ARTICLE X

MISCELLANEOUS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members of the Association, by a vote of a majority of a quorum of Members present in person or by proxy. In addition, the Board of Directors of the Association shall have the right and power, without the consent of the Members, to make, alter, amend or repeal these Bylaws.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XI

BORROWING AND CONTRACTURAL LIMITS

Section 1. Approval of Certain Contracts; Meeting; Vote by the Members. The Board may not enter into any contract that would result in a Special Assessment or the increase in the existing Annual Assessment, payable by the affected Owner, in the amount of more than five hundred dollars (\$500.00) per year for each affected Owner unless: (1) the Board holds at least two (2) Association meetings of the Members concerning the contract; and (2) the contract is approved by the affirmative vote of at least two-thirds (2/3) of the affected members. The Board shall give notice of the first such Association meeting to each Member of the Association at least ten (10) calendar days before the date the meeting occurs. The provisions in this Section 1 do not apply to a contract entered into by a Board that would resolve, settle, or otherwise satisfy an act of enforcement against the Association for violating a state or local law.

Section 2 Borrowing Money, Approval by the Members. The Association may not borrow money during any calendar year on behalf of the Association in an amount that exceeds the greater of:

- (A) five thousand dollars (\$5,000) during any calendar year; or
- (B) if the Association operated under an Annual Budget in the previous calendar year, an amount equal to at least ten percent (10%) of the previous Annual Budget of the Association;

unless borrowing the money is approved by the affirmative vote of a majority of the Members of the Association voting under this Section 2. A vote held under this Section 2 must be conducted by paper ballot. The Association shall distribute paper ballots to persons eligible to vote at least thirty (30) days before the date the votes are to be opened and counted. Votes cast under this provision shall be opened and counted at a public meeting held by the Association. None of the provisions and requirements in this Section 2 shall apply to money borrowed by the Association that is needed to: (1) resolve, settle, or otherwise satisfy an act of enforcement against the Association for violating a state or local law; or (2) address an emergency that affects the public health, safety, or welfare.

ARTICLE XII

GRIEVANCE PROCEDURES

The following grievance procedure shall apply to disputes or claims other than Exempt Claims (defined below):

Section 1. Composition and Term of Grievance Committee. The Board shall establish a Grievance Committee consisting of three (3) persons, each of whom must be a member who is not on the Board or on the Architectural Control Committee. The term of office for each member on the Grievance Committee shall be for not more than one (1) year, and may be staggered as the Board deems appropriate. The members of the Grievance Committee shall select among themselves a chair member, who shall lead the meetings of the Grievance Committee but who shall have no greater authority than any other member on the Grievance Committee. The Board shall notify all members of the identities of the members of the Grievance Committee, including its chair.

Section 2. Purpose. The purpose of the Grievance Committee shall be to receive complaints and disputes, other than Exempt Claims (defined below) by and between (i) two or more members, whether arising out of a purported breach of the restrictions set forth in the Declaration in the use of a particular Lot or Lots, or otherwise; and (ii) one or more Members and the Association.

Section 3. Meetings of the Grievance Committee. Although the Grievance Committee may meet without all members of the Grievance Committee present, it may only act if at least two members of the Grievance Committee are present. The Grievance Committee shall not be required to meet more than once per calendar month.

Section 4. Authority and Procedure. The Grievance Committee's authority shall be limited to the informal mediation of the matters that may come before it, but the Grievance Committee shall have no authority to render legally binding decisions upon those that come before it. Individuals shall submit matters to be presented to the Grievance Committee in writing to either the chair of the Grievance Committee or the President of the Board. Individual meetings of the Grievance Committee shall be conducted using Roberts Rules of Order or other procedures the Grievance Committee may adopt in writing from time to time. Minutes from the meetings of the Grievance Committee shall be delivered to the Secretary of the Board for inclusion in the records of the Association.

Section 5. Conflict of Interest. A member of the Grievance Committee shall have a conflict of interest if such member has a direct financial interest in the outcome of the subject grievance procedure or if such member determines, in such member's sole discretion, that he or she is biased or prejudiced with respect to the subject grievance. In the event of a conflict of interest involving one member of the Grievance Committee, the other two members of the Grievance Committee shall act on behalf of the committee. If two or more members of the Grievance Committee have a

conflict of interest, the Grievance Committee shall so notify the Board and the Board shall appoint replacements for the limited purpose of hearing that particular matter.

Section 6. Consultation with Manager. The Grievance Committee may consult with any outside firm or individual hired by the Association to manage the Association (the “Manager”) on any complaints and disputes except for those referenced in Section 2 above, and may invite the Manager to attend or otherwise participate in the meetings of the Grievance Committee.

Section 7. Exempt Claims. Claims regarding any of the following (collectively the “Exempt Claims”) are exempt from this Article XII and, as such, shall not be heard by the Grievance Committee:

(A) Claims relating to determinations by, or matters delegated by this Declaration to, the Architectural Control Committee;

(B) The Association’s Claim for Assessments and any action by the Association to collect Assessments;


(C) Claims arising out of or pertaining to any matter made the subject of litigation pending in or concluded by a court of competent jurisdiction.

Section 8. Litigation. Claimants shall not, as a condition to the commencement of litigation, be required to first commence, follow or conclude the Grievance Procedures set forth in this Article XII, and the determinations of the Grievance Committee regarding any particular claim shall not be legally binding upon the parties to such claim or prevent the parties from initiating litigation regarding such claim. If litigation regarding a claim is commenced (i) prior to the filing of a claim with the Grievance Committee or (ii) while the Grievance Committee is hearing a pending claim, then the Grievance Committee shall discontinue its process regarding such claim.

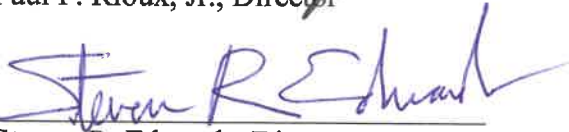
Section 9. Release. All Members and any and all Claimants, by filing a claim with the Grievance Committee or by participating in the Grievance Procedure set forth above, hereby release the Declarant, the Association, the Board, the Officers of the Association, the Grievance Committee and the members of the Grievance Committee from any and all determinations of and actions by the Grievance Committee.

(signature page follows)

The undersigned, being all of the members of the Board of Directors of the Association, hereby adopt the foregoing Bylaws this 17th day of September, 2020.



Paul F. Rioux, Jr., Director



Steven R. Edwards, Director



Timothy J. Walter, Director



Eric W. Simons, Director



Stacy A. Singer, Director