

**BYLAWS OF THE BROOKFIELD FARMS HOMEOWNERS ASSOCIATION,  
INC.**

ARTICLE I  
IDENTIFICATION

A. Statement of Purpose: The Brookfield Farms Homeowners Association, Inc., ("Association"), an Indiana Not-For-Profit Association formed pursuant to Article XV *et seq* of the "Declaration of Covenants, Conditions, Commitments, Restrictions, Easements and Assessments of Brookfield Farms Subdivision and Subsequent Sections Thereto" ("Declaration"), which Declaration was duly recorded in the Office of the Recorder, Tippecanoe County, State of Indiana, on November 10, 1993, hereby adopts the following Bylaws:

B. Registered Office. The registered office of the Association shall be the home address of the treasurer, with a P.O. Box office address of Box 4651, Lafayette, Indiana 47903, but such registered office may be changed from time to time by the Board of Directors in the manner provided by law and need not be identical to the principal place of business of the Association.

C. Principal Office and Other Offices. The principal office of the Association shall be the home address of the treasurer, with a P.O. Box office address of Box 4651, Lafayette, Indiana 47903, but may be changed from time to time by the Board of Directors and located at any place within the County of Tippecanoe, State of Indiana. The Association may also have offices at such other places or locations within the County of Tippecanoe, State of Indiana, as the Board of Directors may determine.

ARTICLE II  
MEMBERS

A. Membership. In accordance with Article XV(B) of the Declaration, members shall be any and all lot owners within the Brookfield Farms subdivision. Each member shall be entitled to one vote for each lot owned. However, when more than one person holds a vested ownership interest in any lot, all such persons shall be members, but the one vote for such lot shall be exercised as they among themselves determine.

B. Proxy. Votes may be exercised by proxy, upon written proxy designation of the member(s) for each lot. Any person, including a tenant of a lot, may be designated as a proxy.

C. Annual Meetings. The annual meeting of members shall be held each year on the second Tuesday of May, at 7:00 p.m. at the Faith Community Center, 5572 Mercy Way, Lafayette, Indiana 47905, or at such other time and place in the month of May which the Board of Directors, upon notice to all members, may determine. At each annual

meeting, the members shall elect a Board of Directors, consider reports of the affairs of the Association, and transact such other business as properly may be brought before the meeting.

D. Special Meetings. The President or the Board of Directors may call special meetings of the members at any time for the purpose of taking any action described in the meeting notice which is permitted to be taken by the members under Indiana's Nonprofit Corporations law (I.C. 23-17-1-1 et seq.), the Articles of Incorporation, or the Declaration. The notice to each member shall state the general nature of the business proposed to be transacted.

E. Notice of Meetings. Notice of meetings, annual or special, shall be given in writing to each member entitled to vote at such meeting by the Secretary or President not fewer than thirty (30) days before the date of the meeting, shall be delivered personally, by United States mail (first class postage prepaid), by reputable delivery service, by facsimile transmission or by electronic transmission. Where a member already has notice of the time, date and place of the annual meeting as described in Section "C" above, no additional notice is necessary unless business other than election of Directors and other routine business is to be transacted, but any new member must be given notice of such annual meeting.

F. Contents of Notice. Notice of a meeting of members shall specify the place, date and time of the meeting and the general nature of the business to be transacted.

G. Adjourned Meetings. If any membership meeting is adjourned to a different date, time or place, notice need not be given of the new date, time and place if the new date, time and place is announced at the meeting before adjournment.

H. Voting. The members present at any properly announced meeting shall constitute a quorum, and a simple majority of members present shall carry any motion. The voting at the meeting of members may be by voice vote or by ballot, unless vote by written ballot is requested by any member.

I. Action by Written Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if, prior to such action, a written consent thereto, setting forth the action so taken, is signed by a majority all the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes or records of the Association.

J. Meeting by Telephone or Similar Communications Equipment. Any or all members may participate in and hold a meeting by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other.

### **ARTICLE III DIRECTORS**

A. Powers and Duties. Subject to such restrictions, if any, as may be imposed by Indiana's Nonprofit Corporations law, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors.

B. Number of Directors. The Board of Directors shall consist of five members of the Association, who shall be elected each year at the annual meeting of the members to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office for the term for which elected and until a successor shall have been elected and qualified, and may be re-elected at the annual meeting.

C. Resignation. Any director may resign by giving notice at a Board of Directors meeting, or by giving written notice at any time to the Secretary or President. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date. Upon notice of resignation, said director may designate a replacement director to serve the remainder of the director's term. Otherwise, the Board of Directors may designate a replacement director to serve the remainder of the director's term.

D. Meetings of the Board of Directors. Regular or special meetings shall be held at such times and places within Tippecanoe County, State of Indiana, as may be designated from time to time by the Board of Directors or by the President, upon at least five days written notice unless such notice is waived by all directors. Neither the business to be transacted during, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice. Any and all business of any nature or character whatsoever may be transacted, and action may be taken thereon, at any meeting, regular or special, of the Board of Directors.

E. Quorum and majority vote. A majority of directors (3) shall constitute a quorum for the transaction of any and all business. The act of the majority of directors present at any meeting of the Board of Directors at which a quorum is present shall constitute the act of the Board of Directors, unless the act of a greater number is required by the Indiana law, the Articles of Incorporation, or the Declaration.

F. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or any committee, may be taken without a meeting if prior to such action a consent, in writing, setting forth the action so taken is signed by all five directors. Such consent shall have the same force and effect as a unanimous vote at a meeting effective on the date on which the last director signs the consent unless the consent specifies a prior or subsequent date.

G. Meeting by Telephone or Similar Communications Equipment. Any or all directors may participate in and hold a meeting of the Board of Directors or any committee designated by the Board of Directors by conference telephone or other similar communications equipment by means of which all persons participating in the meeting can simultaneously hear one another.

#### ARTICLE IV OFFICERS

A. Principal Officers. The principal officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer.

B. Appointment of Officers. After their election at the annual membership meeting, the directors shall meet and organize by appointing officers selected from the Board of Directors.

C. Tenure. Each officer of the Association shall serve at the pleasure of the Board of Directors, subject, however, to any rights of an officer under any contract of employment with the Association. If an officer of the Association shall be appointed by the Board of Directors for a designated term, such designation grants to the officer no contract rights, and the Board of Directors can remove the officer at any time prior to the termination of such term. If no term is specified, an officer shall hold office until such officer's death or his resignation or removal.

D. Resignation. Any officer may resign at any time by giving notice at a Board of Directors meeting or by delivering written notice at any time to the Secretary or President. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date. Upon such resignation, the Board of Directors shall elect a replacement officer, except that upon resignation of the President, the Vice President shall become President.

E. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, removal, increase in the number of officers of the Association, or otherwise, the same may be filled by the Board of Directors at any regular or special meeting of the Board of Directors, or in such manner as may otherwise be prescribed in these Bylaws for regular appointment to office. If an officer resigns effective at a future date, and the Association accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

F. President. The President shall be the chief executive officer of the Association and shall have general charge of, and supervision and authority over, all of the affairs and business of the Association. He shall have general supervision of, and direct, all officers of the Association; shall see that all orders and resolutions of the Board of Directors are

carried into effect; and, in general, shall exercise all powers and perform all duties incident to his office and such other powers and duties as may from time to time be delegated to him by the Board of Directors or as may be defined in the Bylaws. He shall preside as chairman at meetings of the members and of the Board of Directors of the Association, and in such capacity shall exercise his chairmanship with impartiality and deference to each member or director present in accordance with the rules of parliamentary procedure, but, notwithstanding, he shall be entitled to exercise his vote on any matter.

G. Vice President. The Vice President shall assist the President in the performance of his duties. In the absence, disability or refusal of the President to serve, the Vice President shall exercise the duties of the President.

H. Secretary. The Secretary (a) shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members in books provided for that purpose; (b) shall attend to the giving and serving of all notices; (c) when required, may sign with the President or a Vice President in the name of the Association and/or attest the signature of either to all contracts, conveyances, transfers, assignments, encumbrances, authorizations and all other instruments, documents and papers, of any and every description whatsoever executed for or on behalf of the Association and affix the seal of the Association thereto.

I. Treasurer. The Treasurer shall have custody of all the funds and securities of the Association which come into his hands. When necessary or proper, he may endorse on behalf of the Association checks, notes and other obligations, and shall deposit the same to the credit of the Association in such banks or depositories as shall be selected or designated by or in the manner prescribed by the Board of Directors. He may sign all receipts and vouchers for payments made to the Association, either alone or jointly with such officer as may be designated by the Board of Directors.

## **ARTICLE V COMPENSATION, INDEMNIFICATION AND DISBURSEMENTS**

A. Compensation. Directors and officers may receive such compensation, if any, for their services, and may be reimbursed for expenses incurred by them on behalf of the Association, in the manner and to the extent provided in resolutions duly adopted by the Board of Directors.

B. Indemnification and Insurance. In accordance with Article XV(D), the Board of Directors, and each director and officer individually, shall be held harmless and shall have the right to be indemnified by the Association for any act or failure to act other than acts or failures to act that are done in willful or reckless disregard of the rights of the members or are in the nature of willful, intentional, fraudulent or reckless misconduct. The Association shall procure and maintain casualty insurance, liability insurance

(including directors and officer's insurance), and such other insurance as it deems necessary or advisable. Such indemnity shall cover the reasonable costs and attorney fees in defending against any action or claim.

C. Disbursements for Expenses. The Board of Directors may contract for professional services and may authorize the disbursement of funds for such services and other reasonable expenses from the general fund, including from funds collected from membership dues. Any expenditure in excess of \$10,000, other than for those reasonably required to be expended under these Bylaws, shall be approved by majority vote of the membership at a duly noticed meeting of the members.

D. Amendments. These Bylaws may, from time to time, be added to, changed, altered, amended or repealed, or new ByLaws may be made or adopted by a majority vote of the Board of Directors.

E. Adoption. These Bylaws shall be adopted by a vote of 2/3 of the Board of Directors, subject to ratification by a majority of members present at the next scheduled annual membership meeting.

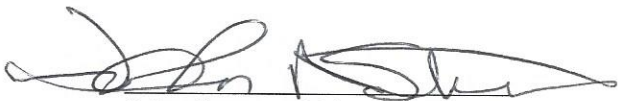
F. Severability. Any provisions of these Bylaws, or any amendment or alteration hereof, which is determined to be in violation of law shall not in any way render any of the remaining provisions invalid.

Adopted this 6<sup>th</sup> day of September, 2014 by the Board of Directors.

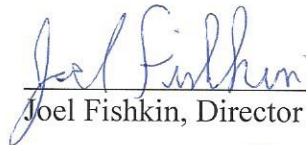


C.A. Johnson, Director  
Acting President

\_\_\_\_\_  
Karen Hall, Director



John Stevens, Director



Joel Fishkin, Director



Craig Stanton, Director

Attest:

\_\_\_\_\_  
Karen Hall, Secretary