

**AMENDMENT TO CODE OF BY-LAWS OF  
SPRINGMILL CROSSING PROPERTY OWNERS' ASSOCIATION, INC.**

This Amendment to the Code of By-Laws of Springmill Crossing Property Owners' Association, Inc. was made as of the date set forth below.

**WITNESSETH**

WHEREAS, Springmill Crossing Property Owners' Association, Inc. (the "Association") is an Indiana not-for-profit profit corporation tasked with managing the day to day responsibilities of Springmill Crossing, a residential subdivision located in Hamilton County, Indiana; and

WHEREAS, the Association is subject to and governed by a certain Code of By-Laws of Springmill Crossing Property Owners' Association, Inc. ("By-Laws"); and

WHEREAS, pursuant to Article IX, Section 9.01 of the Code of By-Laws, the By-Laws may be amended by a majority vote of the Board of Directors at any time; and

WHEREAS, the Board of Directors of the Association now desires to make amendments to the By-Laws;

WHEREAS, at a duly called and held meeting of the Board of Directors, the Board approved the following amendment to the Code of By-Laws.

NOW, THEREFORE, the By-Laws are hereby amended as follows:

**Article IV, Section 4.04 "Notice of Meetings" in the Bylaws shall be amended to add the following paragraph after the existing language of Section 4.04:**

In lieu of written notices from the Association sent pursuant to the above paragraph, an Owner may elect to receive notices from the Association by email or other electronic communication. Any Owner choosing email or electronic communication shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Owner shall have the right at any time to withdraw his or her election to receive notice electronically and shall thereafter be sent notices by the Association pursuant to the above paragraph.

**Article IV, Section 4.05 "Voting" in the Bylaws shall be amended to add the new Clause 4.055 to the end of Section 4.05 as follows:**

Clause 4.055 -- Manner of Voting and Meeting Participation. Voting and meeting participation may be held or performed in any manner set forth in the Declaration or these By-Laws as well as any manner that is not prohibited by the Nonprofit Act or the

Homeowners Association Act or deemed acceptable by the Courts as a practical way to collect votes and allow Owners to participate in Association actions. Membership meetings may be conducted by any means through which all participating members can simultaneously hear each other during the meeting, including, but not limited to, videoconference (e.g., Zoom, Go-to-Meeting). An Owner participating in a meeting by this means is considered to be present in person at the meeting. In the event that the Board elects to hold a membership meeting remotely, the Board shall have discretion to provide for such procedures and to set the terms of use, including, but not limited to, establishing guidelines and procedures governing voting and submission of ballots.

Furthermore, the Board of Directors shall have the power to authorize voting by the Owners through a secure, internet-based online voting system (“electronic voting”) in lieu of paper ballots or physical ballots wherever in these By-Laws paper or physical ballots are noted as required. The Board of Directors can adopt rules and regulations concerning the use of acceptable, verifiable means of technology, including electronic means for Owner notice, voting, signatures, consents and approvals. A verifiable electronic signature satisfies any requirements for signatures on documents. If an Owner either does not have the capability or desire to receive notice, vote or issue consent electronically, the Association shall make reasonable accommodation, at its expense, for the person to receive notice, vote or issue consent without the use of electronic or other similar means.

**Article V, Section 5.01 entitled “Qualifications and Elections” shall be amended to read as follows:**

**Section 5.01—Qualifications and Elections.** The affairs of the Association shall be managed by a board of no less than three (3) Directors, each of whom shall be a member of the Association. The number of Directors comprising the Board may be increased from three (3) to five (5) by resolution adopted by not less than a majority of the Board of Directors but said number shall not exceed five (5). If the number of Directors is five (5), said number may be decreased by resolution adopted by not less than a majority of the Board. No reduction in the number of Directors shall have the effect of removing a Director from office prior to the expiration of his or her term. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Members according to a procedure established by the Board by resolution.

Each Director shall serve a term of two (2) years commencing at the immediate conclusion of the annual meeting. If there are three (3) Directors, the terms shall be staggered such that two (2) Directors shall be elected in even numbered years, and one (1) elected in odd numbered years. If there are five (5) Directors, the terms shall be staggered such that three (3) Directors shall be elected in even numbered years, and two (2) elected in odd numbered years. Any vacancy occurring in the Board caused by a death, resignation, or otherwise other than a vacancy created by removal or an increase in the number of Directors, shall be filled until the next annual meeting of the Members through a vote of a majority of the remaining Directors. At the first annual meeting of the Members following any such vacancy, the Owners shall elect a

Director to serve for the balance of the term of the Director in respect to whom there has been a vacancy. Despite the expiration of a Director's term, the Director continues to serve until a successor is appointed or elected and qualified. A Director may serve any number of consecutive terms.

**Article V, Section 5.05 entitled "Notice of Meetings" shall be amended to add the following paragraph after the existing language of Section 5.05:**

In lieu of written notices from the Secretary sent pursuant to this Section, a Director may elect to receive notices of Board meetings by email. Any Director choosing email or electronic communication shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Director shall have the right at any time to withdraw his or her election to receive notice by email or electronic communication and shall thereafter be sent notices by the Secretary pursuant to the above paragraph.

**The new Section 5.11 shall be added at the end of Article V as follows:**

Section 5.11. Methods of Communication. To avoid the costs of paper, postage and handling that would otherwise be incurred when distributing documents or information to Owners by regular mail, and also to be more efficient in transmitting information that Owners can receive even when out of town, the Association will, to the extent possible, make Association matters available online through the Association's website (if any) and/or via email or similar means, including but not limited to:

- (A) Notices of Annual or Special Meetings
- (B) Proxies and Ballots
- (C) Annual Budgets
- (D) Nominees for the Board of Directors for an upcoming election
- (E) List of current members of the Board of Directors
- (F) Recorded copy of the Declaration and all amendments thereto
- (G) These By-Laws and the Articles of Incorporation and all amendments thereto
- (H) Architectural or Design Guidelines, if any
- (I) Architectural Control Request for Change form
- (J) Rules and Regulations adopted by the Board of Directors
- (K) Name of, and contact information for, the Association's property management company, if any
- (L) Invoices, statements or coupon booklets for payment of Assessments
- (M) Voting through a secure website or equivalent
- (N) Payment of Assessments through a secure website or equivalent

For items listed above that the Association could email, the Owner must waive the right to receive the same by regular mail and agree to receive the same by email in the manner described in Section 4.04 regarding notices of regular meetings above.

Certification. The undersigned officers of Springmill Crossing Property Owners' Association, Inc. hereby represent and certify that all requirements for and conditions precedent to the foregoing Amendment to the Code of By-Laws of Springmill Crossing Property Owners' Association, Inc. have been fulfilled and satisfied.

**IN WITNESS WHEREOF**, we, the undersigned, hereby execute this Amendment to the Code of By-Laws of Springmill Crossing Property Owners' Association, Inc. and certify the truth of the facts herein stated, this 14 day of February, 2023.

**Springmill Crossing Property Owners' Association,  
Inc., by:**



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Signature of President

Jeremy J. Glowacki

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ATTEST:

  
\_\_\_\_\_  
Signature of Secretary

Keian Roudebush

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Instrument Prepared By: Kimberly M. Sutter, Eads, Murray & Pugh, P.C., 9515 E. 59<sup>th</sup> Street, Suite B, Indianapolis, IN 46216. (317)536-2565. [kim@indianahoalaw.com](mailto:kim@indianahoalaw.com)