

**AMENDED AND RESTATED BY-LAWS
OF
PRAIRIE LANE ESTATES HOMEOWNERS ASSOCIATION, INC.**

These Amended and Restated Bylaws are entered and made effective on July 29, 2019.

Prairie Lane Estates Homeowners Association, Inc. (“the Corporation”) was formed on November 16, 1978 under the laws of the State of Indiana by filing Articles of Incorporation with the Indiana Secretary of State. Original bylaws were enacted near the time of formation and have been amended periodically over the years. These Amended and Restated Bylaws completely amend and replace all prior versions of the Corporation’s bylaws and control the affairs of the Corporation from and after the effective date written above.

ARTICLE I: IDENTIFICATION

Section 1 -- Name.

The name of the non-profit Corporation shall be **PRAIRIE LANE ESTATES HOMEOWNERS ASSOCIATION, INC.**

Section 2 -- Fiscal Year.

The fiscal year of the Corporation 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: PURPOSES

The purposes for which this Corporation is organized are provided in its Articles of Incorporation.

ARTICLE III: MEMBERSHIP

Section 1 -- Membership.

Each Owner of a Lot (meaning a tract of real property in Prairie Lane Estates, a subdivision in St. Joseph County, Indiana) is a member of the Corporation entitled to vote in all membership matters. In the event of joint ownership of a Lot, only one vote per lot is permitted. If not otherwise a member, the spouse, children, and other household members of an Owner are entitled to all rights and privileges of membership in the Corporation, other than the right to vote.

Section 2 -- Annual Meeting.

All meetings of members shall be held within this state and in St. Joseph County, Indiana, unless otherwise provided in the Articles of Incorporation. The annual meeting of the members for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at a time designated in the meeting notice on the second Tuesday in May of each year, if such day is not a legal holiday, and if a holiday, then on the first following day that is not a legal holiday. If for any reason the annual meeting of the members shall not be held at the time and place herein provided, the same may be held at any time hereafter, but not later than six months after the close of each fiscal year of the Corporation.

Section 3 -- Special Meetings.

Special meetings of the members may be called by the president, by the Board of Directors, or by members and entitled by the Articles of Incorporation to vote on the business proposed to be transacted thereat.

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 the secretary or other persons calling the meeting, to each lot owner at the time entitled to vote, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting. Notice of any such meeting may be waived in writing 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 notice of such meeting.

Section 5 -- Voting at Meetings.

Except as otherwise provided by the provisions of the Articles of Incorporation, every member shall have the right at every member's meeting of the Corporation to one vote for each lot in Prairie Lane Estates owned and standing in his/her name on the books of the Corporation.

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. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein. And all proxies must comply with Indiana's homeowners association laws governing proxies.

Section 7 -- Quorum.

Unless otherwise provided by the Articles of Incorporation, at any meeting of members, a majority of Owners, represented in person or by proxy, constitutes a quorum.

Section 8 -- Organization.

The president and in his absence, the secretary, and in their absence any member chosen by the members present, shall call meetings of the members to order and shall act as chairman of such meetings, and the secretary of the Corporation 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 the requisite percentage of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 -- Board of Directors.

The Board of Directors shall consist of at least three (3) directors, who shall be elected annually by a majority of the members represented at the annual meeting of the members. Such directors shall hold office until the next annual meeting of the members and until their successors are elected and qualified. Directors must be members.

Section 2 -- Duties.

The corporate power of this Corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the Corporation. They shall employ such agents and servants as they may deem advisable, and fix the rate of compensation of all agents, employees and officers.

Section 3 -- Resignation.

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

Section 4 -- Removal.

At a meeting of directors called expressly for that purpose, directors may be removed in the manner provided in this section, unless otherwise provided in the Articles of Incorporation. Any or all of the members of the Board of Directors may be removed, with or without cause, by a vote of 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 and until a successor is elected and qualified.

Section 6 -- Annual Meetings.

The Board of Directors shall meet each year on the same day as the annual member meeting for the purpose of electing officers, and consideration of any other business that may be brought before the meeting. Notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in Section 7 following.

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 (48) 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, by written instrument, including e-mail.

Section 8 -- Quorum.

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

Section 9 -- 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 the minutes of the proceedings of the Board or committee.

Section 10 - Liability

By statute, no director shall have any personal liability for his/her acts undertaken within the scope of his/her responsibilities as a director.

Section 11 – Committees

The Board of Directors may establish such temporary and permanent committees as it deems suitable to assist in carrying out the purposes of the Corporation and will oversee all committees called for under the Restrictive Covenants (defined below). All members in good standing of the Corporation are eligible and encouraged to participate in the activities of the committees.

ARTICLE V: OFFICERS OF THE CORPORATION

Section 1 -- Officers.

The officers of the Corporation shall consist of a president, a secretary, and a treasurer. Any two or more offices may be held 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. Election or appointment of an officer shall not of itself create contract rights. The president, secretary, and treasurer must also be members of the Board of Directors.

Section 2 -- Vacancies.

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3 -- President.

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

The president shall have full authority to execute proxies in behalf of the Corporation, to vote stock owned by it in any other corporation, and to execute, with the secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of the Indiana Not-for-Profit Corporation Act of 1991, as amended; the Articles of Incorporation, and this code of by-laws.

Section 4 -- Secretary.

The secretary shall have the custody and care of the corporate seal, records, and minutes of the Corporation. She shall attend all meetings of the Board of Directors, and shall keep, or cause to be kept in 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. She shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation and shall perform such other duties as this code of by-laws may require or the Board of Directors may prescribe.

Section 5 -- Treasurer.

The treasurer shall keep correct and complete records of account, showing accurately at all times, the financial condition of the Corporation. She shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation. She shall immediately deposit all funds of the Corporation 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 Corporation. She shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such 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.

Section 6 -- Delegation of Authority.

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

Section 7 -- Execution of Documents.

Unless otherwise provided by the Board of Directors, all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the president. All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the Corporation as the directors may from time to time designate.

ARTICLE VI: CORPORATE BOOKS

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

ARTICLE VII: MEMBERS' RESPONSIBILITIES

Section 1 -- Use of Common Areas and Recreational Facilities:

Members shall have a license to use these areas and shall be required to maintain and insure the same, subject to such rules and regulations as may be established by the Board of Directors. Water and waterfront common areas shall be used only by property owners owning lots adjoining the water common areas and by their family and guests. Maintenance and insurance of said water or waterfront common areas shall be the sole responsibility of said adjoining land owners.

Section 2 -- Compliance with Covenants:

All Owners and all non-voting Members must comply in all respects with the *Protective Restrictions, Covenants, Limitations and Easements* ("the Restrictive Covenants") on file with the St. Joseph County Recorder and applicable to the section of the Prairie Lane Estates subdivision where the Member's lot is located, including all amendments to the Restrictive Covenants.

Section 3 -- Annual Dues

To provide a fund to enable the Corporation to carry out its duties as described in these Bylaws, in the Articles of Incorporation, and in the Restrictive Covenants, there will be an annual dues assessment payable by each Owner. The annual dues shall be payable as determined by the Board of Directors. As a show of gratitude to the first homeowners in Prairie Lane Estates, the Board of Directors will not enforce unpaid annual dues against any

Owner in Phase I of the subdivision who purchased his or her lot from the original developer. All other Members must pay dues when assessed, together with all costs of collection.

Section 4 – Special Assessments

Special assessments in addition to the annual dues may be levied upon the Members of the Corporation only by a majority vote of the Corporation’s members affected by said assessment.

ARTICLE VIII: AMENDMENTS

Section 1 – By the Board

These By-Laws may be adopted, amended, or repealed at any meeting of the Board of Directors by the vote of a majority thereof.

Section 2 – By the Members

In accordance with Indiana’s homeowners association law, these Bylaws may be adopted, amended, or repealed by the affirmative vote of at least 75% of the Members entitled to vote. But any amendment that would have the effect of dissolving the Corporation or of completely removing the Restrictive Covenants requires a vote of 95% of the Members.

APPROVED AND ADOPTED BY THE PRAIRIE LANE ESTATES HOMEOWNERS ASSOCIATION BOARD OF DIRECTORS AT THEIR MEETING ON JULY 29, 2019, AND MADE EFFECTIVE AS OF THE DATE FIRST WRITTEN ABOVE

ATTEST:

Dorie Erickson, Secretary