

**BY-LAWS OF
HUNTINGTON FARMS HOMEOWNERS ASSOCIATION, INC.**

As proposed to be amended — DRAFT for member review, September 2026
Not effective unless and until adopted by the Members under Article X, Section 1.

ARTICLE I — GENERAL

Section 1. The name of the corporation is HUNTINGTON FARMS HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the “Association”).

Section 2. The principal office of the Association shall be located at P.O. Box 2138, West Lafayette, IN 47996, until and unless changed in accordance with law 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. “Declaration” shall mean and refer to the Third Amended and Restated Declaration of Covenants, Conditions, Commitments, Restrictions, Design Guidelines, Easements, and Assessments of Huntington Farms Subdivision, recorded in the Office of the Recorder of Tippecanoe County, Indiana on March 28, 2008 as Instrument No. 200808005769 (re-recorded March 20, 2012 as Instrument No. 201212005903 to add the Exhibit A legal description), as the same may be further amended or restated of record.

Section 2. “Association” shall mean and refer to this corporation, which is also referred to as the “Association” in the Declaration and the “Corporation” in the Articles of Incorporation of this Association.

Section 3. “Director” and “Officer.” “Director” means a person serving on the Board of Directors of the Association. “Officer” means a person holding one of the offices described in Article VI. The President, Vice-President, Secretary, and Treasurer are Directors; a Director need not hold an office. The Members elect Directors; the Board of Directors elects Officers.

Section 4. All of the terms as defined and used in the Declaration shall have the same meanings in these By-Laws and reference is specifically made to Article II of the Declaration containing definitions of terms.

ARTICLE III — MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership Transfer, Voting Rights. Reference is hereby made to Article IV 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. Written notice of any meeting called for the purpose of taking any action authorized under this Article shall be sent to all Members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. At any meeting of the Members, the presence of Members or of proxies representing at least twenty-five (25) Lots shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the

required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 3. Proxies. Votes may be cast in person or by proxy. A proxy shall be appointed by a writing that states the name of the Member, the address of the Lot or Lots represented, the name of the person appointed, and the date of the meeting for which it is given, and that bears the handwritten signature of the Member. The person appointed shall be a Member or an adult residing in the household of a Member. The writing may state instructions limiting how the appointed person may vote; absent such instructions, the appointed person may vote on any matter coming before the meeting. A proxy shall be delivered to the Secretary of the Association — by mail to the Association's mailing address, by electronic mail to the Association's published electronic mail address, or by hand — at or before the appointed time of the meeting. An appointment of proxy is valid only for the meeting identified in it and any adjournment of that meeting, and no person may hold proxies for more than three (3) Lots. 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 By-Laws 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 Tippecanoe County, Indiana, as may be designated by the Board of Directors of the Association.

B. Semiannual Meetings. The first semiannual meeting of the Members shall be held within six (6) months after the close of the first fiscal year of the Association, the exact date to be decided by the Board of Directors. At such first meeting of the Members, the Members may designate a regular day or date for successive semiannual meetings. The first semiannual meeting shall be not more than six (6) months after the close of each fiscal year of the Association. The second semiannual meeting shall be not more than six (6) months before 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 semiannual 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 shall be called by the President of the Association, by resolution of the Board of Directors of the Association, or upon the written demand of Members as provided by Indiana law (as of the adoption of these By-Laws, IC § 23-17-10-2(a)(2), as amended or superseded). Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

D. Notice of Meetings. Written notice of any meeting called for the purpose of taking any action authorized under this Article shall be sent to all Members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting, and shall describe each matter on which a vote of the Members is expected to be taken. The quorum for any meeting of the Members shall be as provided in Section 2 of this Article.

E. 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.

F. 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 certified letter 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 or partnership may be exercised by any trustee or partner thereof, as the case may be, and unless any objection or protest by any other such trustee or partner is noted at such meeting or in writing prior thereto, the presiding officer of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes.

G. Suspension of Voting Rights. No Class A Member shown on the books or management accounts of the Association to be more than sixty (60) days 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. Class A Members may regain their eligibility to vote by payment in full of all amounts due, actually received by the Association not later than ten (10) days prior to the meeting at which the Member wishes to vote. The date of receipt, not the date of mailing or postmark, shall control. Payment received after such deadline shall not restore voting eligibility until the following scheduled meeting of the Members.

ARTICLE IV — NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Any Member entitled to vote may nominate a candidate for election to the Board of Directors, either in a writing delivered to the Secretary before the meeting at which the election is to be held or from the floor at that meeting. A nomination is effective only if the nominee accepts it, either in person at the meeting or in a writing delivered to the Secretary before the election.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot at the second semiannual meeting of the Members of the Association. Directors may also be elected by the Members at any other meeting of the Members noticed for that purpose. A Director so elected shall serve until the next election of Directors held at a second semiannual meeting of the Members. 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. If all Members present and entitled to vote unanimously consent, voting for any position may be conducted by show of hands in lieu of written ballot.

A ballot shall be offered to each Member present at the meeting, and to each person present holding a valid proxy, for each Lot represented. Ballots shall be counted at the meeting by an election committee of not fewer than two (2) Members appointed by the presiding officer, none of whom may be a candidate in that election, and the results shall be announced before the meeting is adjourned. The committee shall verify the eligibility of each ballot before it is counted, and shall conduct the count so that no ballot is identified with the Member who cast it. The Board of Directors may adopt written procedures for the distribution, verification, and counting of ballots consistent with this Section, such as a procedure in which the ballot is enclosed in a separate outer envelope identifying the Member.

In verifying and counting ballots, the election committee shall apply the eligibility requirements of Article III, Section 5.G and Article IV, Section 4 of these By-Laws: a ballot cast by a person not eligible to vote shall not be counted, and a vote cast for a person who does not meet those requirements shall not be counted. The committee's determinations are made in the course of counting and are final for that election; neither the determinations nor the reasons for them shall be announced at the meeting. The Association shall, upon the request of a Member or candidate made after the close of the meeting, make available to that person the eligibility determination made with respect to that person and, in the case of a candidate, the number of votes counted for that candidate, for so long as the ballots and tally records for that election are retained under applicable law.

Section 3. Term of Directors. Directors shall serve terms of two (2) years, staggered so that three (3) directorships are filled at the election in one year and two (2) directorships at the election in the following year, and each Director shall serve until a successor is elected and qualified, or until the Director's earlier resignation, removal, or disqualification. At the first election of Directors held at a second semiannual meeting after the meeting at which this Section is adopted, the three (3) candidates receiving the largest number of votes shall serve two-year terms and the remaining successful candidates shall serve one-year terms. Directors elected at the meeting at which this Section is adopted shall serve until that election.

Section 4. Qualifications of Directors. No person who is ineligible to vote under Article III, Section 5.G of these By-Laws shall be eligible for election or appointment to the Board of Directors. In addition, no person who is prevented, by restraining order, protective order, or other similar order or barrier, from communicating with any Member shall be eligible for election to the Board of Directors.

ARTICLE V — BOARD OF DIRECTORS

Section 1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of five (5) persons.

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, Owner 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. Duties. The Board of Directors shall have the following duties:

- A. To cause to be kept complete and accurate records of all corporate acts and financial affairs of the Association, and to present a statement thereof to the Members at each semiannual meeting or at any special meeting when requested in writing by Members holding twenty-five percent (25%) of the total votes entitled to be cast;
- B. To prepare an annual budget for each fiscal year and to present it to the Members for approval. If the Members do not approve a budget, the Board of Directors may adopt a budget for the ensuing year to the maximum extent permitted by Indiana law without member approval;
- C. To supervise all officers, agents, and employees of the Association and to ensure that their duties are properly performed;
- D. To establish the annual assessment period and fix the amount of the annual assessment against each Member for each Lot owned, in accordance with the Declaration and these By-Laws;
- E. To fix the amount of any special assessment against each Member for each Lot owned, in accordance with the Declaration and these By-Laws;
- F. To send written notice of each assessment to each Owner in accordance with the Declaration;
- G. To enforce collection of assessments remaining unpaid more than thirty (30) days after the due date, by such means and at such times as the Board of Directors determines to be in the best interests of the Association, including by foreclosure of the Association's lien or by action at law; the Board may defer or forbear from any particular means of enforcement without thereby waiving the Association's right to collect the amounts owed;
- H. To issue, or cause an appropriate officer to issue, upon written demand, a certificate stating whether any assessment against a Lot has been paid;
- I. To procure and maintain such insurance coverages as are required by the Declaration and such additional coverages as the Board deems necessary or advisable;
- J. To cause all officers or employees with fiscal responsibilities to be appropriately bonded as required by the Declaration; and
- K. To cause all Common Areas and easements, including Lake (Pond), Landscape, Drainage, and Utility Easements, to be maintained to the extent of the Association's responsibilities under the Declaration.

Section 4. Vacancies. Any vacancy in the Board of Directors shall be filled by vote of a majority of the remaining Directors, even if the remaining Directors are fewer than a quorum of the Board. Each person so elected shall be a Director for the unexpired term of the predecessor, or until a successor is elected.

Section 5. Compensation. No Director shall receive compensation for any service the Director may render to the Association as such. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties, and any Director may be paid and compensated for services to the Association in a capacity other than as a Director.

Section 6. Removal of Directors.

A. Removal by the Members. Any Director may be removed, with or without cause, by a majority of the votes cast by the Members at a meeting at which a quorum is present, provided that the meeting is called for the purpose of removing the Director and the notice of the meeting states that purpose.

B. Removal by the Board of Directors for Cause. A Director may be removed by the Board of Directors, by the affirmative vote of a majority of the Directors then in office, for any of the following reasons and for no other reason:

1. Becoming and remaining more than sixty (60) days delinquent in any payment due to the Association;
2. Becoming subject to a restraining order, protective order, or other similar order or barrier preventing the Director from communicating with any Member;
3. Conviction of a felony, or of any crime involving dishonesty, fraud, or theft;
4. Representing to any person that the Director is authorized to act, speak, or contract for the Association when the Board of Directors has not so authorized;
5. Failing to deliver Association records, funds, or property to the Board of Directors within a reasonable time after written demand; or
6. Engaging, after written warning from the Board of Directors, in a continued pattern of conduct toward Members, Directors, officers, or agents of the Association that is harassing, abusive, obscene, or threatening; or in repeated statements concerning them that the Director knew or reasonably should have known to be false and that expose the Association to liability or materially impair the Board's ability to conduct the affairs of the Association. Good-faith disagreement with, criticism of, or dissent from any action or position of the Board is not a ground for removal under this subsection.

C. Procedure. No Director shall be removed under subsection B unless: (i) the Director has been given written notice stating the specific reason for the proposed removal not less than ten (10) days before the meeting at which the removal is to be considered, together with an opportunity to be heard at that meeting; and (ii) notice that the removal of a Director will be considered, stating the date, time, and place of the meeting, has been given to the Members not less than ten (10) days before that meeting, by posting on a website maintained by or for the Association and by such other means as the Board customarily uses to communicate with Members. The notice given to the Members need not state the reason for the proposed removal. The Director whose removal is under consideration shall not vote on the question.

D. Vacancy. A vacancy created by removal under this Section shall be filled as provided in Section 4 of this Article.

Section 7. 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 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors, on at least two (2) days' notice to each Director, given personally or by mail, telephone, or electronic mail, which notice shall state the time, place, and purpose of the meeting.

Section 9. 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 by that Director of notice 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 10. 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 By-Laws 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. 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 11. 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 the second semiannual 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 a successor is elected and qualified, unless the officer shall sooner resign, be removed, or otherwise be 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 being replaced.

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 and shall see that orders and resolutions of the Board are carried out. The President shall have the power to appoint committees from among the Members of the Association from time to time as the President may 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 the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice-President by the Board of Directors or as are delegated 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 semiannual meetings, 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 and all easements including, but not limited to the Lake (Pond) Easement, Landscape Easement, Drainage Easement and Utility Easement Areas and any other expenses incurred by or on behalf of the Association and the Members. Such accounts, books, records, financial statements, and other papers of the Association shall be open for inspection by the Members and other persons having an interest in any Lot, including any Owner, any lender and any holder, insurer or guarantor of the first mortgage on any Lot, during reasonable business hours or under other reasonable circumstances and shall be audited annually by qualified auditors. The cost of such audits shall be a Common Expense. Any holder, insurer or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive an audited financial 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 By-Laws 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 and of audits may be purchased at reasonable costs. Inspection and copying of Association records by a Member shall be conducted in accordance with applicable Indiana law (IC § 32-25.5-3-3; IC § 23-17-27), including the requirement that a written request identify with reasonable particularity the information requested, and the Association may charge the fees and costs permitted by law, including IC § 32-25.5-3-3(m). The Board of Directors may adopt a written records-request policy consistent with this Section and with Indiana law.

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.

Section 3. Application of Payments. All payments received from or on behalf of an Owner shall be applied in the order provided in the Declaration: first to costs and reasonable attorney's fees, then to late charges, then to interest, and then to delinquent assessments and other charges in the order of their coming due, oldest first — notwithstanding any contrary notation, designation, or instruction on or accompanying the payment. The Treasurer shall, upon request, provide the paying Owner a statement showing how the payment was applied.

ARTICLE IX — CONTRACTS, LOANS AND 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 By-Laws, 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 By-Laws 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, provided that the notice of such meeting describes the proposed amendment and either includes its full text or states where the full text may be obtained. If the full text is not included with the notice, it shall be made available to Members not later than fourteen (14) days before the meeting, both on a website maintained by or for the Association and by mail to any Member upon request at no charge. The Board of Directors shall not have authority to make, alter, amend, or repeal these By-Laws without the approval of the Members as provided in this Section.

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

DRAFT. Bracketed text in Article II, Section 1 (recording data) remains pending completion. Incorporates the comments of Members and of counsel (July–August 2026).