Huntington Farms HOA
P.O. Box 2138
West Lafayette, IN 47996-2138

PROPOSED AMENDMENTS TO THE BY-LAWS OF HUNTINGTON FARMS HOMEOWNERS ASSOCIATION, INC.

Complete redline for member review — prepared for the meeting of September 10, 2026

Incorporates the comments of Members and of counsel (July–August 2026)

~~Deleted text appears struck through in red.~~ Inserted text appears underlined in blue.

Gray notes explain each change. They are commentary only and are not part of the By-Laws.

Why these amendments. The By-Laws were adopted in 1997, while the developer (the "Declarant") still controlled the Association. The developer's Class B membership ended long ago, so every provision that depends on the Declarant or the "Applicable Date" is now inoperative text. In addition, the quorum of one vote more than 50% of all 172 Lots (87 Lots) has never been achieved in the Association's history, which prevents the membership from conducting any official business. These amendments (1) remove the dead developer-era language, (2) set an achievable quorum, (3) resolve an internal contradiction in the quorum rules, and (4) fill gaps the original drafters left open — director terms, proxy rules, ballot counting, director qualifications, and grounds and procedure for removing a Director. Under Article X, Section 1, the members may adopt these amendments at a meeting by a majority of a quorum present in person or by proxy. Indiana Code § 23-17-11-4(a) expressly permits the By-Laws to fix a quorum lower than the statutory default of ten percent (10%). This complete redline is posted at `huntingtonfarmshoa.com`, and a paper copy is available free on request from the Board. The amendments will be presented for a single omnibus vote — to approve or reject as a whole — at the meeting of September 10, 2026, whose mailed notice describes the matters to be voted on.

ARTICLE I — GENERAL

Sections 1 through 3: no changes.

ARTICLE II — DEFINITIONS

~~Section 1. "Declarant" shall mean Huntington Farms LLC, an Indiana limited liability company, and any successors and assigns of it whom it designates in one or more written recorded instruments to have the rights of Developer under the Declaration, including, without limitation, any mortgagee acquiring title to any portion of the Property (as such term is defined in the Declaration) pursuant to the exercise of rights under, or foreclosure of, a mortgage executed by Developer.~~

► *The Declarant's role ended when its Class B membership expired (Covenants, Art. VI.B: at the latest, eight years after the first Lot was conveyed). The definition is inoperative.*

Section ~~2~~1. "Declaration" shall mean and refer to the ~~Amendment to Declaration of Covenants, Conditions and Restrictions of Huntington Farms which was recorded in the Office of the Recorder of Tippecanoe County, Indiana on November 25, 1996, as Instrument No. 9609649531~~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.

▶ *Updates the reference from the superseded 1996 instrument to the currently operative Third Amended and Restated Declaration, and fills in the recorded instrument number and date confirmed against the Recorder's copy obtained August 2026.*

Section ~~3~~2. "Association" shall mean and refer to this corporation . . . *(text unchanged)*

~~Section 4. "Applicable Date" shall mean and refer to the date the Class B membership terminates as specified in Section 5.03(b) of the Articles of Incorporation of this Association.~~

▶ *The Applicable Date occurred roughly two decades ago. Every use of the term is removed by these amendments, so the definition is no longer needed.*

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.

▶ *New section. The By-Laws use "Director" and "officer" throughout without ever saying how they differ, and the confusion has reached our meeting notices, which have announced an "election of officers" when what members actually elect is Directors. Five Directors, four offices — so at least one Director holds no office. Nothing here changes any right or duty.*

Section ~~5~~4. All of the terms as defined and used in the Declaration . . . *(text unchanged)*

ARTICLE III — MEMBERSHIP AND VOTING RIGHTS

Section 1: no changes.

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 the first such meeting called, the presence of Members or of proxies entitled to cast one vote more than fifty percent (50%) of the total number of votes entitled to be cast (Class A and Class B votes combined) shall constitute a quorum.~~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.

▶ *The 50%+1 quorum is 87 of 172 Lots; attendance has never exceeded roughly 40 Lots, so the membership has never been able to conduct official business. Twenty-five (25) Lots (about 14.5%) is above Indiana's statutory default quorum of 10% (IC § 23-17-11-4(a)), is achievable at a well-noticed meeting, and is simple to count at the door. The Class A/Class B reference is removed because Class B membership no longer exists.*

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.~~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.

▶ *Proxies were almost entirely unregulated: no required contents, no expiration, and no limit on how many one person could hold. Under Indiana law a proxy appointment lasts eleven (11) months unless the form says otherwise (IC § 23-17-11-6(c)), so a single signature could have carried across more than one meeting. The revision states what a proxy must contain — so the Association need not publish a form and a Member may simply write one — ties each proxy to a single meeting, keeps proxies within the neighborhood, and caps any one person at three Lots so that no individual can assemble a bloc. Electronic delivery of a signed form was suggested by a Member. No advance filing deadline is imposed: a proxy delivered at the door still counts, which helps rather than hinders reaching a quorum.*

Section 4: no changes.

Section 5. Meetings. *Subsections A, B: no changes.*

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 a written petition signed by one vote plus fifty percent (50%) of all Members of the Association who are entitled to vote~~, 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). *(remainder unchanged)*

▶ *The old threshold — one vote more than fifty percent (50%) of all Members — was both unreachable and unenforceable: Indiana law already entitles the holders of ten percent (10%) of the votes to demand a special meeting, whatever the By-Laws say. Rather than restate a number that could drift out of date, the section now points to the statute itself, so the right stays correctly stated however the law changes. This approach was suggested by a Member reviewing the redline. Statutory safeguards apply on their own: the demand must describe the meeting's purpose, only that business may be conducted, and any action still requires a quorum.*

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. ~~At the first such meeting called, the presence of Members or of proxies entitled to cast sixty percent (60%) of all the votes of each class of the membership 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.~~The quorum for any meeting of the Members shall be as provided in Section 2 of this Article.

▶ *This subsection contradicted Section 2 (a 60% quorum versus 50%+1) — an ambiguity that has clouded every quorum count, including this year's. The fix states the quorum rule in exactly one place. The notice-content sentence tracks IC § 23-17-11-4(d), under which a meeting attended by less than one-third of the voting power may only vote on matters described in the notice; listing every voting item in the notice is therefore made standing practice. Official notice remains by mail: an electronic-notice system would require maintaining a consent registry tied to lot ownership, and mailed notice must go to every household regardless.*

Subsections E and F: no changes.

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 making payment to Association at the meeting where a vote will be held.~~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.

► *Paying at the door is gameable — a member can watch how a meeting is going, pay on the spot, and cast a deciding vote — and it forces the board to run a cashier's table and resolve payment disputes mid-meeting. A ten-day cutoff with an explicit receipt-date-controls rule creates one verifiable deadline (the Treasurer checks the P.O. box once after the cutoff) and gives the election committee an objective standard to apply when ballots are verified under Article IV, Section 2.*

ARTICLE IV — NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. *Replaced in full. The prior Section consisted of the developer-era Initial Board machinery (inoperative for two decades) and a standing Nominating Committee; both are removed. New text:*

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.

► *A standing Nominating Committee has never functioned here and is unlikely to — it required a chairman from the Board plus two or more members, appointed annually — and the developer-era Initial Board text was inoperative regardless. Any Member may now nominate directly, in writing beforehand or from the floor. Nothing asks a nominator to vouch for a candidate's eligibility, because no Member outside the Board could know whether a neighbor is behind on dues; eligibility is applied once, quietly, at the counting table under Section 2. The acceptance requirement means no one appears on a ballot without knowing it.*

Section 2. Election. ~~After the Applicable Date, 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.

▶ *The By-Laws required a secret written ballot but said nothing about who counts the ballots or how eligibility is checked. Every Member who attends is now offered a ballot — nobody is turned away at the table in front of their neighbors — and every eligibility question is settled in one quiet place, the counting table, against the objective standards already in Article III, Section 5.G and Article IV, Section 4. Nothing is announced and no one's account status is aired at a meeting. The By-Laws set the standard — eligibility verified before counting, and no ballot identified with the Member who cast it — and leave the method to the Board. The method contemplated is the familiar two-envelope arrangement: the Member signs an outer envelope showing the name and the Lot or Lots represented, the ballot inside carries no mark, and the committee verifies the envelope against the Association's records, sets it aside, and only then opens the ballot. Keeping the method in the Board's standing rules rather than in the By-Laws means it can be improved without a meeting and a member vote. A Member or candidate who wishes to know their own result may ask the Association afterward; the Association does not seek anyone out. Reflects counsel's July 2026 comments: eligibility is tied to specific, objective By-Law criteria rather than to open-ended committee discretion, and the existing plurality rule is kept (an earlier majority-approval mechanism was dropped because a nonprofit must keep its board seats filled). The sentence permitting an election at a meeting other than the second semiannual meeting allows the Members to fill seats when the regular cycle has been interrupted — as it has been — rather than leaving the Board to appoint.*

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.

▶ *New section. The original By-Laws specify no term of office for directors at all — and Indiana law requires that the by-laws specify one (IC § 23-17-12-5(a)); in the absence of a stated term, every director serves a default one-year term. Two-year staggered terms provide continuity on a volunteer board and put every seat on a known election schedule. The stagger begins at the next* regular *election — the second semiannual meeting — rather than at the meeting where this Section is adopted, so that Directors chosen at the adopting meeting serve only until that next regular election — exactly the term the meeting notice described.*

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.

▶ *New section. Restates the existing delinquency rule as a director qualification and adds a neutral criterion suggested by the Association's counsel: a person barred by a restraining or protective order from communicating with a Member cannot perform a director's core duty of communicating with owners. Both bars reach eligibility for election (and, for delinquency, appointment) only — they do not automatically remove a sitting Director; removal is governed by Article V, Section 6.*

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~~The affairs of the Association shall be governed by a Board of Directors composed of five (5) persons.

▶ *Removes the inoperative Initial Board sizing rule; the five-person board is current practice and is retained. (The existing Section 2 rule — no Lot may be represented on the Board by more than one person — is unchanged and sufficient; a person can hold only one directorship by definition.)*

Section 2: no changes.

~~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.~~

▶ *Entirely inoperative; deleted. Subsequent sections of this Article are renumbered (former Sections 4–12 become Sections 3–11), and internal cross-references are conformed.*

Section ~~4~~3. Duties. *Restated in full as set out below. Changes from the prior text: a new annual-budget duty (B); the mandatory duty to foreclose at thirty days is replaced by a general collection-enforcement duty (G); gendered and archaic wording is modernized. All other duties are carried forward unchanged in substance.*

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.

▶ *The budget duty in (B) is rewritten because Indiana law makes the annual budget a matter for the* Members *to approve, not for the Board to adopt on its own (IC § 32-25.5-3-3(d)). The Board prepares and presents it; the Members approve it. If a meeting fails to produce that approval, the Covenants (Art. X.H) already provide that the current year's budget carries forward, and Indiana law allows the Board a limited increase without a quorum — the size of which the legislature changed in July 2026, which is why no percentage is written here. The old duty (F) commanded the Board to foreclose on any assessment thirty days late, meaning the Board technically violated the By-Laws every time it showed a neighbor forbearance; (G) keeps enforcement a duty but leaves method and timing to the Board's judgment, and makes clear that patience is not a waiver of the debt. In (K), the ponds are called ponds.*

Section ~~5~~4. Vacancies. ~~Until the Applicable Date any vacancy in the Board of Directors shall be filled by the Declarant. Thereafter, any~~Any vacancy in the Board of Directors shall be filled by vote of ~~the~~a majority of the remaining Directors, even ~~though they may constitute less than a quorum~~if the remaining Directors are fewer than a quorum of the Board. Each person so elected shall be a ~~director~~Director for the unexpired term of ~~his~~the predecessor, or until ~~his~~a successor is elected.

▶ *Removes the Declarant vacancy-appointment power; the existing member-era rule (remaining directors fill vacancies) is retained. The reference to "a quorum" is clarified to mean a quorum* of the Board *— a majority of the Directors under Section 10 of this Article — not the member quorum in Article III. The point of the clause is that if only two Directors remain, those two may still fill the empty seats, so the Board can never be locked out of reconstituting itself. Indiana law provides the same rule by default (IC § 23-17-12-14(a)(3)), but only where the By-Laws do not say otherwise, so it is stated here rather than left to silence.*

Section ~~6~~5. Compensation. *(text unchanged)*

Section ~~7~~6. Removal of Directors. *Restated in full. Prior text:* ~~After the Applicable Date, any Director may be removed with or without cause by a majority vote of the members of the Association. Prior to the Applicable Date, any Director may be removed, with or without cause by the Declarant.~~ *New text:*

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.

▶ *The Declarant's removal power is removed. Beyond that, the old Section had one mechanism and it could never be used: "a majority vote of the members of the Association" reads as a majority of all 172 Lots — 87 votes — which this Association has never assembled. Subsection A restates member removal as a majority of the votes actually cast at a meeting that reaches a quorum, which is what Indiana law contemplates, and adds the protection the statute requires and the old text omitted: removal may happen only at a meeting called and noticed for that purpose, so no Director can be removed by surprise motion (IC § 23-17-12-8(c), (e)). Subsection B is new. Indiana law permits a board to remove a director, but only for reasons written into the By-Laws before that Director's term begins (IC § 23-17-12-10) — so these grounds reach only Directors elected or appointed after this amendment is adopted, and cannot be applied to anyone now serving. The grounds are deliberately objective, and the final one is written to reach a sustained pattern of abusive conduct while expressly protecting a Director who simply disagrees with the rest of the Board. Subsection C requires that the Director be told the reason and be heard, and that the membership be told when the meeting is —*

though not the reason, since publishing an accusation before any hearing would be unfair to the Director and unwise for the Association. Removal by the Members under subsection A remains available at all times and is unaffected by subsection B.

Section ~~8~~7. Regular Meetings. *(text unchanged)*

Section ~~9~~8. 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 telegraph, 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.~~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.

▶ *The old text let only the President call a special meeting unless two-thirds of the directors — four of five — demanded one in writing. Now any two Directors may call one, on the two-day notice Indiana law uses as its default (IC § 23-17-15-2). The telegraph retires.*

Section ~~10~~9. Waiver of Notice. *(text unchanged)*

Section ~~11~~10. Quorum. *(text unchanged)*

Section ~~12~~11. Action Taken Without a Meeting. *(text unchanged)*

ARTICLE VI — OFFICERS AND THEIR DUTIES

Sections 1 through 8: no changes.

ARTICLE VII — COMMITTEES

The Board of Directors shall appoint the committees provided for in the Declaration ~~and the Nominating Committee referred to in Article IV of these By-Laws~~. In addition, the Board of Directors or the President may appoint various other committees to carry out the purposes of the Association. ~~Except as otherwise expressly provided in Article IV of these By-Laws with respect to the Nominating Committee, members~~Members of such committees may, but need not, be members of the Board of Directors.

▶ *Conforms to the removal of the Nominating Committee in Article IV.*

ARTICLE VIII — BOOKS OF ACCOUNT AND FISCAL YEAR

Section 1. Books of Account. *(existing text retained in full, except that in the list of easements "the Lake Easement" becomes "the Lake (Pond) Easement," conforming to Article V, Section 3.K; and with the following added at the end of the Section:)* 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.

▶ *Anchors inspection to the governing statutes rather than the Section's open-ended 1997 wording. Indiana requires requests to identify records with reasonable particularity and permits the Association to recover copying and statutory retrieval costs, while providing that inspection of HOA financial records and minutes* *may not be unreasonably denied or conditioned on stating a purpose (IC § 32-25.5-3-3(g)). One uniform written policy protects both every member's rights and the volunteer board's time.*

Section 2: no changes.

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.

▶ *New section. This restates the payment waterfall already recorded in the Covenants (Art. X.K) and adds the missing practical rule: a memo line reading "dues 2026" does not let an Owner skip past older unpaid years. Oldest debt is retired first, so a household with three years unpaid remains delinquent — and ineligible to vote under Article III, Section 5.G — until the full balance is paid.*

ARTICLE IX — CONTRACTS, LOANS AND CHECKS

No changes.

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. ~~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 By-Laws.~~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.

▶ *The Board's power to rewrite the By-Laws without any member vote is unusual, and the Board itself declined to use it this spring on advice of counsel. Going forward, every bylaw change must be voted by the Members. On notice: Indiana law requires only that a meeting notice* describe *the matters to be voted on (IC § 23-17-11-4(d)), and never requires the full text of a proposed bylaw amendment to be mailed. Requiring full text in the notice itself would force a multi-page mailing for every amendment, at the Association's expense, whether or not anyone reads it. Instead the notice must describe the amendment and say where the complete text can be found; the complete text must be posted at least fourteen (14) days before the meeting, and any Member who prefers paper may have it mailed free on request. No one has to own a computer to read what they are voting on, and no one votes blind.*

Section 2: no changes.

APPENDIX — EDITORIAL AND CONFORMING CHANGES

The following non-substantive changes are made throughout the By-Laws for consistency and readability. They do not alter any right, obligation, procedure, or deadline, and are listed here — rather than marked in the redline above — so that the substantive amendments stay easy to read.

- **Defined term "Members."** "Members" (and "Member") is capitalized consistently wherever it refers to the Association's members. Generic phrases such as "members of the Board of Directors" are left lowercase.
- **Defined terms "Director"/"Board."** "Director," "Directors," and "Board" are capitalized consistently when used as defined terms.
- **Gender-neutral wording.** Gendered pronouns ("he," "his," "him," "he/she," "him/her") are replaced with neutral references ("the Director," "that Director," "the officer," and the like). No office, duty, or right is changed.
- **"Chairman."** In Article III, Section 5.F, "Chairman" is replaced with "presiding officer," matching the term used elsewhere for the person conducting a meeting.

Prepared for member review and input. Nothing in this document amends the By-Laws until adopted by the Members in accordance with Article X, Section 1. The only item still to be completed is the recorded instrument number for the Declaration in Article II, Section 1.