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Cross-Reference:

Schmitt Farms, Section One, Instrument # 97-0159302
Schmitt Farms, Section Two-A, Instrument # 97-0159303
Schmitt Farms, Section Two-B, Instrument # 97-0159304
Springs of Hamptons, Final Plat, Instrument # 00-0092467
Re-Plat of Lots 16, 17, 18, & 19 in Springs of Hamptons, Instrument # 1999-0179433
Bylaws of Springs of Hamptons Homeowners Association, Instrument # 2000-0092468

FIRST AMENDMENT

to the

CODE OF BYLAWS

for

SPRINGS OF HAMPTONS HOMEOWNERS' ASSOCIATION, INC.

COMES NOW the Springs of Hamptons Homeowners' Association, Inc., by its Board of Directors, on this 13 day of October, 2009, and states as follows:

WITNESSETH THAT:

WHEREAS, the residential community in Indianapolis, Marion County, Indiana commonly known as Springs of Hamptons was established upon the recording of certain documents with the Office of the Recorder for Marion County, Indiana; and

WHEREAS, the Plat for Schmitt Farms, Section One, was filed with the Office of the Marion County Recorder on October 23, 1997, as Instrument # 97-0159302; and

WHEREAS, the Plat for Schmitt Farms, Section Two-A, was filed with the Office of the Marion County Recorder on October 23, 1997, as Instrument # 97-0159303; and

WHEREAS, the Plat for Schmitt Farms, Section Two-B, was filed with the Office of the Marion County Recorder on October 23, 1997, as Instrument # 97-0159304; and

WHEREAS, all of the above Plats for Schmitt Farms were replaced by the Re-Platted and/or Final Plat of Springs of Hamptons, which was filed with the Office of the Marion County Recorder on June 13, 2000, as Instrument # 00-0092467; and

WHEREAS, the Re-Plat of Lots 16, 17, 18, & 19 in Springs of Hamptons was filed with the Office of the Marion County Recorder on October 25, 2002, as **Instrument # 02-0205350**; and

WHEREAS, Lots 2, 14, 15, 18, 43, 51, 64, 77, 81, and 93 located in Schmitt Farms, and renamed Springs of Hamptons, subdivision are subject to Covenants which run with the land, namely the Declaration of Covenants, Conditions and Restrictions for Schmitt Farms Subdivision (hereinafter "Declaration"), recorded in the office of the Marion County Recorder on September 22, 1999, as **Instrument #1999-0179433**; and

WHEREAS, aside from the Lots identified above, all remaining Lots within the Springs of Hamptons Subdivision are subject to Covenants that run with the land, namely the Declaration of Covenants, Conditions and Restrictions for Springs of Hamptons Subdivision (hereinafter "Plat Covenants"), recorded as part of the Plat for Springs of Hamptons in the office of the Marion County Recorder on June 13, 2000, as **Instrument # 00-0092467**; and

WHEREAS, the Association was incorporated as a non-profit corporation pursuant to Articles of Incorporation (hereinafter "Articles") filed with, and approved by, the Indiana Secretary of State on May 2, 2003; and

WHEREAS, the Association's Board of Director(s) adopted a Code of Bylaws (hereinafter "Bylaws") for the Association and the homeowners within Springs of Hamptons and recorded those Bylaws in the office of the Marion County Recorder on June 13, 2000, as **Instrument #2000-0092468**; and

WHEREAS, the Articles of Incorporation, Article X, Section 3, states that "The Board of Directors shall have the power, without the assent or vote of the members, to make, alter, amend or repeal a Code of Bylaws providing for the internal regulation and conduct of affairs of the corporation..."; and

WHEREAS, the Bylaws, Article VII, Section 7.01, states that "These Bylaws may be amended by a vote of not less than sixty-six and two-thirds percent (66 2/3%) of the Lot Owners voting in person or by proxy at a duly constituted meeting called for such purpose, or at an Annual Meeting"; and

WHEREAS, pursuant to the Indiana Nonprofit Corporations Act of 1991, specifically Indiana Code 23-17-3-8(b), any Bylaws adopted by the Board of Directors of a corporation shall be not be inconsistent with, or contradictory to, the Articles, and in the event there are any inconsistencies between the provisions in the Articles and the Bylaws, the language in the Articles shall control; and

WHEREAS, pursuant to Indiana Code 23-17-3-8(b) the Board of Directors desires to make the following amendment to Article VII, Section 7.01, of the current Bylaws so that it reads and is consistent with the Articles (Article X, Section 3); and

WHEREAS, pursuant to the authority granted to the Board of Directors by the Articles, the Board of Director(s) also desires to make the following additional amendments to the current Bylaws;

WHEREFORE, the following Amendments to the Bylaws are hereby approved and adopted by a majority vote of the Board of Directors of the Springs of Hamptons Homeowners' Association, Inc. These amendments do not conflict in any manner with any provision contained in the Declaration or the Articles, and it is the intention of the Association that all current Bylaw provisions not effected by these amendments are deemed and desired to remain in full force and effect.

Article II, Section 2.03, is hereby amended to read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.03. Special Meetings. A Special Meeting of the Members may be called by the President, by resolution approved by a majority of the Board of Directors, or upon written petition signed and dated by not less than ten percent (10%) of the eligible members. The petition shall be presented to the President or Secretary of the Association and shall state the purposes for which the meeting is to be called. Such purposes, along with the date, time and location of the special meeting shall be stated in the notice of the meeting which is delivered to the members, not less than ten (10) days prior to the date fixed for such meeting. No business shall be transacted at a Special Meeting except as stated in the notice of the meeting, unless all the members are present.

Article II, Section 2.04, is hereby amended to read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.04. Notice and Place of Meetings. Written or printed notices stating the place, day and hour of a 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 of the Corporation to each member of record of the Corporation entitled to vote at the meeting, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting. Notices of meetings may also be emailed to members if the member consents to receiving such notices via email. Notice of any meeting of the members 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.

Any meeting of the Corporation may be held at any suitable place, preferably Marion County, Indiana, as may be designated by the Board of Directors.

Article II, Section 2.05(e), is hereby amended to read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.05. Voting.

(e) **Quorum and Adjournments.** At any meeting of the membership, unless otherwise set forth in the Declaration of Covenants, the presence of Members, in person or by proxy, entitled to cast five percent (5%) of the total number of valid and eligible Owner votes shall constitute a quorum. For purposes of this section, the term "eligible" means any Owner whose privileges are not suspended for any reason as set forth in the Declaration, Articles or these Bylaws. If a Member has had his voting rights suspended pursuant to the Declaration, Articles or these Bylaws, that vote is not considered a valid or eligible vote toward calculating quorum requirements. After a Member's vote is represented, either in person or by proxy, for any purpose at a meeting, the vote will be considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Except as otherwise provided in the Declaration, Articles or these Bylaws, each question or action shall be deemed passed if approved by a simple majority of the eligible votes cast by the Members present, in person or by proxy, at a meeting at which a quorum is present. In the event a quorum is not present at any meeting called under authority of these Bylaws, that meeting may be adjourned to a date not more than sixty (60) days later without notice other than announcement at the meeting even though less than a quorum is present.

Article II, Section 2.05(f)(iii), is hereby amended to read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.05. Voting.

(f) **Conduct of Annual Meeting.** The President of the Association shall serve as Chairman of the Annual Meeting and in his absence the Vice President shall serve. The Chairman shall call the Annual Meeting to Order at the duly designated time and business will be conducted normally in the following manner:

iii) **Budget.** The Board of Directors shall set the annual budget and the amount of the annual assessment for the fiscal year at an amount as will raise the funds required to comply with the annual budget, including proper reserve fund requirements. The annual budget for the fiscal year shall be presented to the members at the annual meeting.

Article II, Section 2.05(f)(iv), is hereby amended to read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.05. Voting.

(f) **Conduct of Annual Meeting.** The President of the Association shall serve as Chairman of the Annual Meeting and in his absence the Vice President shall serve. The Chairman shall call the Annual Meeting to Order at the duly designated time and business will be conducted normally in the following manner:

iv) **Election of Board of Directors.** Nominations for the Board of Directors may be made by any Owner from those persons eligible to serve. Such nominations may be made in writing and presented to the Secretary of the Association prior to the date of the annual meeting. The Board has the authority to set a deadline date for submitting written nominations prior to the annual meeting.

If an insufficient number of written nominations are received prior to the date of the annual meeting to fill all Board positions open for elections at the annual meeting, then oral nominations will be accepted from the floor prior to voting on any open Directorship position.

If a sufficient number of written nominations are received prior to the date of the annual meeting to fill all Board positions open for elections at the annual meeting, then the presiding officer of the annual meeting has the sole discretion to either 1) stand on the submitted written nominations; or 2) accept additional oral nominations from the floor, prior to voting on any open Directorship position.

Voting on each position for the Board of Directors shall be by paper ballot containing the signature, printed name and address of the Owner casting said ballot. Written balloting may be waived by proper motion at the annual meeting and voting conducted by a voice vote or show of hands in circumstances where the number of nominees does not exceed the number of Board positions open for election (i.e. 2 nominees for 2 open directorships).

Each Owner, or their proxy, may cast the total number of votes to which he is entitled to cast for as many nominees as are to be elected; however, cumulative voting shall not be allowed. Those persons receiving the highest number of votes shall be elected.

In the event no quorum is present at an annual meeting of the Association, or if a sufficient number of candidates cannot be found to fill all open Board vacancies at the annual meeting, whether by slating, written petition or oral nomination, then the remaining members of the Board of Directors may fill any directorship positions open for election at the annual meeting in the same fashion as they would fill a vacancy under the terms of these Bylaws.

Article II, Section 2.05(g), is hereby added to the Bylaws and shall read as follows:

ARTICLE II

MEETINGS OF THE ASSOCIATION

Section 2.05. Voting.

(g) **Suspension of Voting Rights.** No Member shown on the books or management accounts of the Association to be more than thirty (30) 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.

For purposes of this provision, the thirty (30) day period begins on the first day of the fiscal year or the due date of the assessment as set by the Board of Directors pursuant to its authority as set forth in the Declaration, and "payment" shall mean payment of the full assessment amount due, which shall include any collection fees, interest, late fees, attorney fees and court costs that are due and owing to the Association pursuant to the Declaration, Articles or these Bylaws. Hence, if any Owner arranges payment of an assessment amount through a payment option offered by the Association, and that payment arrangement does not pay the entire assessment amount within thirty (30) days of the assessment becoming due, then that Owner's voting rights shall remain suspended as set forth under this provision until the entire assessment amount is paid in full.

In addition, payment of delinquent accounts by any method other than cash at a meeting where a vote will be held does not cease any suspension under this provision until the funds from the payment are actually received by the Association.

Article III, Section 3.01, is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.01. Number and Duties. The affairs of the Association shall be governed and managed by the Board of Directors (herein collectively called the "Board" or "Directors" and individually called "Director"). The Board of Directors shall be composed of three (3) persons.

A Director must be an Owner in the Springs of Hamptons subdivision, maintain their primary place of residence in the Springs of Hamptons community, and not have their membership rights in the Corporation suspended for any reason as set forth in the Declaration, Articles or these Bylaws.

Article III, Section 3.04, is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.04. Term of Office and Vacancy. The entire membership of the Board of Directors shall serve a one (1) year term of office and be elected at each Annual Meeting of the Association. All directors shall serve their full term until the next Annual Meeting of the Members and/or until their respective successors are properly elected and qualified. A Director may serve any number of consecutive terms.

Any vacancy occurring on the Board of Directors caused by a death, resignation or otherwise, except for removal of directors by the Members, shall be filled until the next annual meeting through a vote of a majority of the remaining members of the Board.

Article III, Section 3.05, is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.05. Removal of Directors. Any Director may be removed from the Board of Directors "for cause" by a majority vote of the Members of the Corporation entitled to vote at a meeting of the Members called expressly for that purpose.

For purposes of this provision, an act that constitutes "for cause" includes, but is not limited to: a) failing to attend three (3) or more consecutive meetings of the Board of Directors; b) becoming ineligible to serve on the Board pursuant to any terms set forth in the Declaration, Articles or these Bylaws; c) acts of fraud, theft, deception, or criminal behavior; d) breach or disclosure of confidential Board information or discussions to person(s) not on the Board; or e) any other actions not authorized by the Board which hinder or bypass the authority of the Board to act as a whole.

The vacancy of a Director removed by the Members at a special meeting shall be filled until the next annual meeting by a majority vote of the Members in attendance at said special meeting.

Article III, Section 3.07(g), is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.07. Powers of the Board of Directors. The Board of Directors shall have all powers as are reasonable and necessary to accomplish the performance of their duties. These powers include, but are not limited to:

(g) to adopt, revise, amend and alter from time to time such additional rules and regulations with respect to use, occupancy, operation and enjoyment of all areas within the Springs of Hamptons subdivision, including the individual lots, streets (whether public or private), and the Common Areas, said rules and regulations being in addition to the rules and restrictions set forth in the Declaration, Plat Covenants, Articles and Bylaws as the Board, in its discretion, deems necessary or advisable; provided, however, that copies of any such additional rules and regulations so adopted by the Board shall be promptly delivered to all Owners;

Article III, Section 3.08(b), is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.08. Limitation on Board Action. The authority of the Board of Directors to enter into contracts shall be limited to contracts involving a total expenditure of less than \$5,000.00, or 15% of the Annual Budget, whichever is greater, without obtaining the prior approval of the Lot Owners at a meeting thereof, except in the following cases:

(b) proposed contracts and proposed expenditures expressly set forth in the annual budget, which shall include, but not be limited to, compensation of a managing agent, ongoing contracts of all kinds, maintenance contracts, contracts for improvements, contracts for professional services, and contributions to reserve accounts.

Article III, Section 3.10, is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.10. Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be designated from time to time by the President of the Board. The President or Secretary shall give notice of the regular meetings of the Board to each director personally, by telephone or email, or by mail at least three (3) days prior to the date of such meeting, unless the Board has approved or designated a particular day and location as the regular meeting date and location of the Board (i.e. the 5th of each month or the second Monday of each month), in which case meetings held on this date and at the approved location shall not require any prior notice.

Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board of Directors, at any place within or without the State of Indiana, upon twenty-four (24) hours notice, specifying the time, place and general purposes of the meeting, given to each Director personally, by telephone or email, or by mail at least three (3) days prior to the date of such meeting. The notice of the special meeting must contain a statement of the purpose for which the special meeting is being called.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if the action is approved by a majority of the entire Board in writing or via email. Evidence of the written or email approval shall be made a part of the corporate Board minutes or records.

Article III, Section 3.15, is hereby amended to read as follows:

ARTICLE III

BOARD OF DIRECTORS

Section 3.15. Books and Records. Current copies of the Declaration, the Articles, the Bylaws, rules and regulations, financial documents and other corporate documents concerning the Real Estate or the Association and its operation required to be kept and made available for inspection shall be open for inspection by any member or other properly designated party upon written request submitted to the Board at least five (5) days in advance of the inspection date, at the principal office of the Association, during reasonable business hours or under other reasonable circumstances, where copies of the same may be purchased at reasonable cost.

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, all easements, and any other expenses incurred by or on behalf of the Association and the members. Any holder, insurer, or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive a financial statement for the immediately preceding fiscal year.

The Association reserves the right to require any member requesting to inspect the accounts, books, records, financial statements, membership lists and other documents and papers of the Association to comply with the procedures and requirements set forth under the Indiana Nonprofit Corporation Act of 1991, specifically Indiana Code 23-17-27 et seq., and any amendments or modification subsequently adopted thereto, and reserves the right to deny any

request for document inspection which the Association, in its sole discretion, determines: a) was not made in good faith or for a proper purpose; b) the member fails to describe with reasonable particularity the purpose and the records the member desires to inspect; or c) the records requested to be inspected by the member are not directly connected to the stated purpose for the request.

Article V, Section 5.02, is hereby amended to read as follows:

ARTICLE V

ACCOUNTING, BUDGETS, AND ASSESSMENTS

Section 5.02. Budget. Before the annual meeting each year, the Board of Directors shall prepare an annual budget for the ensuing fiscal year estimating the total amount of the common expenses for the fiscal year, including contributions to reserve funds. The Board shall give a copy of the annual budget to the members before or at the annual meeting.

Article V, Section 5.04, is hereby amended to read as follows:

ARTICLE V

ACCOUNTING, BUDGETS, AND ASSESSMENTS

Section 5.04. Fiscal Year. The fiscal year of the Association shall commence on January 1st and end on December 31st, but the Board of Directors may change such fiscal year if it deems it necessary or advisable. If the fiscal year is so changed, the annual assessment for the prior fiscal year shall continue to be assessed during any short fiscal year, unless the Board adopts an interim or modified budget and annual assessment for such period.

Article V, Section 5.07, is hereby amended to read as follows:

ARTICLE V

ACCOUNTING, BUDGETS, AND ASSESSMENTS

Section 5.07. Notice of Meeting for Special Assessments. Written notice of any meeting other than the annual meeting which is called for the purpose of approving a special assessment shall be given or sent to all members, and such notice shall state that the special assessment will be considered at such meeting.

Article V, Section 5.09, is hereby amended to read as follows:

ARTICLE V

ACCOUNTING, BUDGETS, AND ASSESSMENTS

Section 5.08. Delinquent or Unpaid Assessments. Each Owner, with the exception of the Developer, is obligated to pay to the Corporation annual and special assessments, as more specifically described in the Declaration. These assessments are both the personal obligation of the owner as well as a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days shall be delinquent.

If the assessment is not paid within thirty (30) days after the assessment falls due, the assessment shall bear interest from the date of delinquency at the rate of one percent (1%) per month or the maximum lawful rate, whichever is less. In addition, the Association may impose reasonable late fees and other charges on all delinquencies in an amount(s) determined by the Board from time to time. The Board shall also determine the frequency of these late charges and interest (i.e. annually, quarterly, monthly, etc.) The Board may adopt specific collection procedures to be used in collecting assessments and pursuing delinquent accounts.

If the Association incurs administrative fees or expenses as a result of collecting delinquent amounts, the Owner shall be personally obligated to reimburse the Association these fees.

If the Association employs legal counsel to pursue the collection of unpaid amounts owed to the Association, the Owner shall be personally obligated to pay any collection costs or expenses for the sending of collection letters or other correspondence or communication prior to the filing of legal action, or for the Association's attorney to take any other action in an attempt to collect the unpaid amounts.

The Association may bring an action at law against the Owner personally obligated to pay the same or to foreclose the lien against the property, or both, and there shall be added to the amount of such account balance the costs of preparing the collection notices and letters, preparing and filing the complaint in such action, interest and late fees on any assessment as above provided, and reasonable attorneys' fees, together with the costs of the action.

In addition, an Owner who becomes more than thirty (30) days delinquent on any assessment or other payment due to the Association shall not be eligible to vote, either in person or by proxy, to be elected or serve on the Association's Board of Directors, or to use any of the Common Area facilities, if any, pursuant to the provisions set forth in the Declaration.

Article VII, Section 7.01, is hereby amended to read as follows:

ARTICLE VII

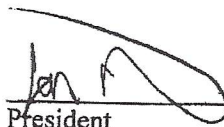
AMENDMENT TO BYLAWS

Section 7.01. In General. The Board of Directors shall have the power, without the assent or vote of the members, to make, alter, amend or repeal a Code of Bylaws providing for the internal regulation and conduct of affairs of the corporation.

[End of Amendments]

The undersigned hereby certifies that this First Amendment to the Code of Bylaws of Springs of Hamptons Homeowners' Association, Inc. was duly moved and passed by a majority vote of the Board of Directors of said Association.

SPRINGS OF HAMPTONS HOMEOWNERS' ASSOCIATION, INC.



President

10/13/09
Date

Jason Kelly

Printed Name of Director

ATTEST:



Secretary

10-13-09
Date

VIRGINIA KELSCH

Printed Name of Director

PREPARED BY



Scott A. Tanner

"I AFFIRM UNDER THE PENALTIES
FOR PERJURY, THAT I HAVE TAKEN
REASONABLE CARE TO REDACT EACH SOCIAL
SECURITY NUMBER IN THIS DOCUMENT,
UNLESS REQUIRED BY LAW."

Scott A. Tanner