

**BY-LAWS  
OF  
NORTHBROOK HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
PURPOSES AND POWERS**

**Section 1.01. Purposes.** The purposes of the Corporation shall be those expressed in Article II of its Articles of Incorporation.

**Section 1.02. Powers.** Subject to all limitations or restrictions imposed by law, by the Articles of Incorporation and by the Declaration of Protective Restrictions, Covenants, Limitations, Easements and Approvals appended to the plats of the various sections of Northbrook a single family residential development located in Allen County, Indiana (collectively, the "Restrictions"), and in furtherance of the purposes referred to in Section 1.01 above, the Corporation shall have and may exercise all of the powers set forth in the Restrictions and all other powers not denied to corporations incorporated under the laws of the State of Indiana including but not limited to:

- (a) the promulgation and enforcement of rules and regulations governing the use of recreational facilities and other Common Areas within the Northbrook development pursuant to the Restrictions;
- (b) the dedication or transfer of all or any part of the Common Area (as defined in the Restrictions) to any public agency, authority or utility in accordance with the provisions of the Restrictions;
- (c) the acceptance of a transfer from the Developer or third parties of such additional real and/or personal property as the Corporation may deem appropriate;
- (d) the ownership of the Common Areas and other recreational facilities, and the operation of the same for the use and benefit of the members of the Corporation and their invitees;
- (e) the determination (within the limits set forth in the Restrictions) of the amount of the various assessments identified in the Restrictions, and the levy and collection of same as provided in the Restrictions;
- (f) the improvement and maintenance of ponds and streams, entrance ways, recreational facilities and other Common Areas;
- (g) the construction, repair or replacement of capital improvements upon the Common Areas or with respect to recreational facilities;
- (h) the establishment of a procedure for the selection of the Architectural Control Committee and the promulgation of policies and procedures governing the activities of said Committee;
- (i) the enforcement, by any proceedings at law or in equity, of all restrictions, covenants, reservations, liens and charges now or hereafter imposed by the provisions of the Restrictions; and
- (j) the carrying out of such other duties and responsibilities imposed upon the Corporation as now exists, or as may be hereafter imposed by the provisions of the Restrictions; provided, however, that:
  - (1) the Corporation shall not engage in any activity for the purpose of or resulting in the private profit or pecuniary remuneration of its members, directors, officers, or employees, and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer or employee; but this provision shall not be deemed to prohibit reasonable compensation to an officer, director or employee for services actually rendered by him as such nor to prevent the Corporation from repaying to any member the principal sum of any money advanced or loaned by him to the Corporation together with simple interest thereon at a rate not to exceed eighteen percent (18%) per annum;
  - (2) the Corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf or in opposition to any candidate for public office;
  - (3) the Corporation shall not be operated primarily as a social club for the benefit, pleasure or recreation of its members;
  - (4) the Corporation shall not carry on business with the general public in a manner similar to organizations which are operated for profit.

**ARTICLE II  
OFFICES**

**Section 2.01. Offices.** The Corporation may have offices at such places within the State of Indiana as the Board of Directors may designate from time to time.

**ARTICLE III  
MEMBERS**

**Section 3.01. Members.** The members of the Corporation shall be the owners of lots within the various sections of a single family residential development located in Northbrook, Allen County, Indiana, and shall hold memberships as provided in Article V of the Articles of Incorporation of the Corporation.

**Section 3.02. Annual Meeting.** The annual meeting of the members of the Corporation shall be the second Monday of June (beginning in June 2009) as may be fixed by the Board of Directors and designated in the notice or waiver of notice of such meeting. At the annual meeting, the directors for the ensuing term year (July 1 to June 30) shall be elected; the officers of the Corporation shall present their annual reports, and all such other business as may properly be brought before the meeting shall be transacted. <sup>i</sup> The Secretary of the Corporation shall cause notice of the annual meeting to be given to each member of record of the Corporation entitled to vote by depositing in the United States Mail, postage prepaid, in an envelope addressed to the latest address of such member as the same appears on the records of the Corporation a written or printed notice stating the place, day and hour of the holding of such meeting, such notices to be mailed at least ten (10) days before the date of such meeting.

**Section 3.03. Special Meetings.** Special meetings of the members may be held at the principal office of the Corporation or at such other place within Allen County, Indiana which is reasonably convenient for members to attend as may be designated in the notice or waiver of notice of such meeting. Special meetings may be called in writing by the President, by a majority of the Board of Directors or by written petition signed by the holders of not less than ten percent (10%) of the memberships entitled to vote. The Secretary of the Corporation shall cause notice of the holding of any such special meeting to be given to each member of record of the Corporation entitled to vote upon the business to be transacted at the meeting by depositing in the United States Mail, postage prepaid, in an envelope addressed to the latest address of each such member as the same appears upon the books of the Corporation, a written or printed notice stating the place, day, hour and purpose or purposes for which such meeting is called, such notice to be so mailed at least ten (10) days before the date of such meeting.

**Section 3.04. Address of Member.** The address of any member appearing upon the records of the Corporation shall be deemed to be the latest address of such member that has been furnished in writing to the Corporation by such member.

**Section 3.05. Waiver of Notice.** Notice of any members' meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and a time and place thereof. Attendance at any meeting in person, or by proxy when the instrument of proxy sets forth in reasonable detail the purpose or purposes for which the meeting is called, shall constitute a waiver of notice of such meeting. Each member who has, in the manner above provided, waive, notice of a member's meeting or who personally attends a members' meeting or is represented thereat by a proxy authorized to appear by an instrument of proxy complying with the requirements above set forth, shall be conclusively presumed to have been given due notice of such meeting. When all members shall meet in person, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

**Section 3.06. Quorum.** At any meeting of the members, the holders of twenty percent (20%) of the memberships entitled to vote who are present in person or represented by proxy shall constitute a quorum for the transaction of business. If the holders of the number of memberships necessary to constitute a quorum shall fail to attend in person or by proxy at the time and place fixed for such meeting, the holders of a majority of the memberships present in person or by proxy may adjourn from time to time, without notice other than announcement at the meeting, until holders of the number of memberships requisite to constitute a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

**Section 3.07. Voting.** No membership shall be voted at any time when any assessment with respect to the lot for which such membership is held is past due and unpaid. At each meeting of the members, every member shall have the right to one (1) vote for each membership held by him which is entitled to be voted at such meeting. All members may vote either in person or by proxy appointed in writing and subscribed by such member or by his duly authorized attorney-in-fact, or appointed by telegram sent by such member or attorney-in-fact, and delivered to the Secretary of the Corporation at or before the time of the holding of such meeting. No such proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided for therein. Memberships held by fiduciaries may be voted by the fiduciaries in such manner as the instrument or order appointing such fiduciaries may direct. If all persons who are together entitled to one membership do not agree upon the exercise of voting rights, the following provisions shall apply: (1) where a membership is held jointly by three (3) or more persons, such membership shall be voted in accordance with the will of the majority; (2) where such persons or a majority of them cannot agree, or where they are equally divided upon the question of voting such membership, such membership shall be voted as may be directed by any court of general equity jurisdiction, as such court may deem for the best interests of the membership, upon petition filed by any such person or any party in interest.

**Section 3.08. Voting List.** The Secretary of the Corporation shall keep at all times a complete and accurate list of the members entitled by the Articles of Incorporation to vote upon any issue coming before the membership, arranged in alphabetical order, with the address and number of memberships so entitled to vote held by each, which list shall be on file at the principal office of the Corporation and subject to inspection by any member. Such list may be inspected by any member, for any proper purpose, at any reasonable time.

**Section 3.09. Member Action by Consent in Lieu of Meeting.** Any action required or permitted to be taken at any meeting of members may be taken without a meeting if prior to such action a consent in writing setting forth the action to be taken is signed by all members entitled to vote, and such written consent is filed with the minutes of the proceedings of the members.

#### **ARTICLE IV. DIRECTORS**

**Section 4.01. Number.** The present number of directors of the Corporation is seven (7). Election of directors shall be staggered so that a portion of the Board always remains in place. Presently three (3) directors will be scheduled to be elected in any odd year and four (4) directors will be scheduled to be elected in an even year. The number of directors of the Corporation may be increased or decreased to any odd number not less than five (5) by amendment of this section 4.01 by the board at any duly constituted board meeting, which amendment shall state the new number of the directors, but no decrease shall shorten the term of an incumbent director. <sup>ii</sup> Directors shall be members of the Corporation or shall be agents or employees of a member of the Corporation. Directors shall be elected at the annual meeting of the members or at a special meeting called for that purpose. Subject to termination and removal as permitted by law, each director elected at an annual meeting shall be

elected to serve for two (2) years (July 1 of year elected to June 30, twenty-four months hence). Directors elected at the Annual Meeting on January 12, 2009 will serve their full term ending the second Monday in January 2011. There will be an overlap of directors until such time the terms align. <sup>iii</sup>Each director elected at a special meeting shall be elected for the period ending with the scheduled expiration period of his predecessor.

**Section 4.02. Vacancies.** Any director may resign his office at any time by "delivering" his resignation in "writing" to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any vacancy occurring in the Board of Directors caused by resignation, death, or other incapacity, or increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board until the next annual meeting of the members or, in the discretion of the Board, such vacancy may be filled by the vote of members at a special meeting called for that purpose.

**Section 4.03. Removal of Directors.** A director may be removed with or without cause by the vote of the holders of a majority of the memberships entitled to vote at a special meeting of members called for the purpose.

**Section 4.04. Regular Meetings.** A regular meeting of the Board of Directors shall be held at the place of and immediately following the annual meeting of the members. Other regular meetings may be held at any place within Allen County, Indiana, reasonably convenient for directors to attend, at such times and places as the Board of Directors may fix from time to time.

**Section 4.05. Special Meetings.** Special meetings of the Board of Directors shall be held at any place within Allen County, Indiana reasonably convenient for directors to attend whenever called by the President or the Secretary of the Corporation or by any two of the members of the Board. At least 72 hours' notice of such meeting specifying the time, place, and purpose thereof shall be given to each director either personally, by written notice deposited in the United States mail, postage prepaid in an envelope addressed to such director, or by telephone or telegram. Notice of the time, place, and purpose of the holding of any such special meeting may be waived in writing by any director 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 by any director shall constitute a waiver of the notice of such meeting. Whenever all of the directors shall meet, such meeting shall be valid for all purposes and at such meeting any corporate action may be taken.

**Section 4.06. Quorum and Voting.** A majority of the actual number of directors elected and qualified from time to time shall be necessary to constitute a quorum for the transaction of any business (excepting the filling of vacancies, in which case a quorum shall be a majority of the remaining directors) and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Act, the Articles of Incorporation or another provision of these By-Laws.

**Section 4.07. Directors' or Committee Action By Consent in Lieu of Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if prior to such action a written consent to such action is signed by all of the members of the Board of Directors or of such committee and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee.

## **ARTICLE V OFFICERS**

**Section 5.01. Officers.** The officers of the Corporation shall consist of a President, a Treasurer, and a Secretary, and if desired by the Board of Directors one or more Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers, all of whom shall be elected by the Board of Directors of the Corporation at the first meeting thereof immediately following the annual meeting of the members; and they shall hold office, subject to removal as provided by law, until their successors are elected and qualified. One person may hold more than one office, except that the offices of the President and Secretary shall not be held by the same person. The officers shall be chosen from among the directors of the Corporation.

**Section 5.02. Removal.** Any officer of the Corporation may be removed by the Board of Directors whenever the Board of Directors in its judgment believes that the best interests of the Corporation will be served by such removal. Such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not of itself create contract rights.

**Section 5.03. Compensation.** Officers shall not be entitled to compensation for their services.

**Section 5.04. Duties.**

(a) **President.** The President shall be the chief executive officer of the Corporation and shall have the powers and perform the duties usually incident to that office. He shall preside at all meetings of the members and of the Board of Directors. He shall submit to the Board of Directors, at least ten (10) days prior to the annual meeting of the members an annual report of the operations of the Corporation, complete detailed statements of all income and expenditures and a balance sheet showing the financial condition of the Corporation. The President is authorized to sign, on behalf of the Corporation, contracts and other instruments in writing. The Secretary shall thereupon attest any such document requiring such attestation under the corporate seal of the Corporation.

(b) **Vice President.** In the absence or inability of the President to act, his duties shall be performed and his powers may be exercised by the Vice President. The Vice President shall perform such other duties as shall be delegated to him by the Board of Directors.

(c) **Secretary.** The Secretary shall keep or cause to be kept a full, true and complete record of all of the meetings of the members and of the Board of Directors and shall have charge of the minute book of the Corporation and of all its other books and documents (except the books of account). He shall have custody of the corporate seal, and he shall affix the same to and countersign papers requiring such acts, but only upon the order of the Board of Directors or the President, and shall perform such other duties as may be required by the Board of Directors or the President.

(d) **Treasurer.** The Treasurer shall have custody of the funds and other personal property of the Corporation and shall keep or cause to be kept, correct and accurate books of account and shall also deposit, or see to the deposit of, the funds of the Corporation in a depository to be approved by the Board of Directors. He shall keep full and accurate accounts of all assets, liabilities, commitments, receipts, disbursements and other financial transactions of the Corporation in books belonging to the Corporation; shall (if directed by the Board of Directors) cause regular audits of such books and records to be made; shall see that all expenditures are made in accordance with procedures duly established, from time to time, by the Corporation; shall render financial statements at all regular meetings of the Board of Directors, and a full financial report at the annual meeting of members, if called upon so to do; and, shall perform such other duties as may, from time to time, be delegated to him by the Board of Directors or the President.

(e) **Assistant Secretaries.** An Assistant Secretary shall assist the Secretary of the Corporation and shall perform such other duties as are delegated to him by the Board of Directors.

(f) **Assistant Treasurers.** An Assistant Treasurer shall assist the Treasurer of the Corporation and shall perform such other duties as are delegated to him by the Board of Directors.

**ARTICLE VI  
SEAL**

**Section 6.01.** The corporate seal of the Corporation (if one is acquired) shall have inscribed thereon the name of the Corporation around the circumference thereof and the word "Seal" in the center thereof. The seal can be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.



**ARTICLE VII.  
FUNDS**

**Section 7.01. Depository.** The funds of the Corporation shall be deposited in a depository or depositories to be selected by the Board of Directors of the Corporation.

**Section 7.02. Withdrawal of Funds.** The funds of the Corporation may be withdrawn and disbursed by such officers as may be designated by the Board of Directors.

**ARTICLE VIII.  
MISCELLANEOUS**

**Section 8.01.** Headings are for reference only, and do not affect the provisions of this Agreement. Where appropriate, the masculine gender shall include the feminine or the neuter and the singular shall include the plural.

**Section 8.02. Calendar Year.** Any fiscal year herein shall be a calendar year.

**Section 8.03. Indemnity.** Any person made a party to any action, suit or proceeding, by reason of the fact that he, his testator or intestate representative is or was a director, officer or employee of the Corporation, or of any Corporation in which he served as such at the request of this corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

**ARTICLE IX.**

**AMENDMENT**

**Section 9.01.** These By-Laws may be amended by the affirmative votes of a majority of members at any regular or special meeting notice of which contains the proposed amendment or a digest thereof.

Adopted and signed this 12th day of January, 2009.

ATTEST:

By: \_\_\_\_\_

Secretary

By: \_\_\_\_\_

President



---

<sup>i</sup> Amended 12 January 2009

<sup>ii</sup> Amended 23 February 2005

<sup>iii</sup> Amended 12 January 2009

<sup>iv</sup> Seal designed in 2008 by then Secretary John M. Current