

BY-LAWS
OF
PRAIRIE MEADOWS COMMUNITY ASSOCIATION, INC.

ARTICLE I
NAME AND LOCATION

The name of the Corporation is PRAIRIE MEADOWS COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Corporation shall be located at 10214 Chestnut Plaza Dr., #220, Fort Wayne, Indiana, 46814, and the name of the Registered Agent therein is The Newcomb Group. Meetings of members and directors may be held at such places within the State of Indiana as may be designated by the Board of Directors.

ARTICLE II
DEFINITIONS

Section 1. "Association" shall mean and refer to PRAIRIE MEADOWS COMMUNITY ASSOCIATION, INC., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation of the Association and the Subdivision thereof which will be platted from time to time in the Plat Records of Allen County, Indiana, including but not limited to Prairie Meadows Sections I, II and III, together with the Protective Restrictions, Covenants, Limitations and Easements appended thereto.

Section 3. "Common Area" shall mean all real property either owned by the Association or located within the Properties for common use and enjoyment of the owners. "Recreation Areas" shall be considered part of the common area.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. Any reference to gender, as in "he," "his," or "him" shall mean a person of either gender.

Section 7. "Restrictive Covenants" shall mean and refer to the Protective Restrictions, Covenants, Limitations and Easements applicable to the various Subdivisions of the Properties appended to the plats of such Subdivisions as shown in the records of the Office of the Recorder of Allen County, Indiana.

Section 8. "Member" shall mean and refer to the Owner or Owners of a Lot located within the Properties as defined herein. The Association shall not have one class of voting membership. The voting members shall be all Owners of Lots within the Properties as defined herein, and such members shall be entitled to one vote for each Lot owned. When more than one person hold an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

Section 9. "Official Proxies" shall mean proxies prepared and distributed to the members by the Board of Directors.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the members shall be held at such place or places as shall be selected by the Board of Directors and upon a day to be chosen at the sole discretion of the Board of Directors. The annual meeting shall be held for the purpose of electing directors and for the transaction of such other business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership. The request shall state the purpose or purposes of the meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Association or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. At least fifty-one (51%) percent of the eligible Owners of record in attendance, or voting by official proxy, shall constitute a quorum for the purpose of transacting business. A valid resolution shall require a majority of those in attendance.

Section 5. Votes. At all meetings of members, each Member may vote one (1) vote per Lot either in person or by official proxy regardless of multi-ownership for any one lot. All official proxies shall be in writing, signed and provided to the Secretary of the Association no later than 24 hours prior to the time of meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV
BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors which shall be made up of no less than five (5) Directors and no more than seven (7) Directors.

Section 2. Term of Office. The first Board shall be elected for staggered terms as follows:

- (1) Directors shall be elected for (1) year terms;
- (2) Directors shall be elected for (2) year terms; and
- (3) Directors shall be elected for (3) year terms.

Thereafter, Directors shall be elected for a term of three (3) years.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the Board of Directors, and such successor shall be selected from the same section and/or phase within the Association. The successor shall serve for the unexpired term of his predecessor. No Director removed from his Directorship by the Board may be reappointed.

Section 4. Compensation. No Director shall receive compensation for any service he may render the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. 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 consent of all the Directors and by filing such with the minutes of the proceedings of the Board. Any action so approved shall have the same effects as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by candidates submitting their name for inclusion on the ballot by any deadline established by the Board of Directors for receiving said submissions.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. 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 Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETING OF DIRECTORS

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. However, no meeting of the Board of Directors shall occur on a legal holiday.

Section 2. Special Meeting. Special Meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) Directors, after not less than three (3) days notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(A) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(B) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default of the payment of any dues and/or assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for an infraction of published rules and regulations;

(C) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictive Covenants;

(D) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors; and

(E) Employ an independent contractor, a manager, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(B) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;

(C) Accept fee simple title in the name of the Association as grantee to the Common and Recreation Areas at such time as a warranty deed for same is delivered and agree to pay any real estate taxes on said areas commencing with the installment due and payable after date of delivery of said deed;

(D) Cause payment to be made, when due, for the electrical power supply required for the illumination of the streets and Common and Recreational Areas contained within the Properties;

(E) Cause the Common and Recreational Areas to be properly and carefully maintained;

(F) Fix the amount of the annual, special and tax recoupment assessment against each respective Lot at least thirty (30) days in advance of each annual assessment period;

(G) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;

(H) Send notice of delinquency and interest from due date to the Owner of any Lot for which assessments are not paid within thirty (30) days after due date. Foreclose the lien against any property for which assessments are not paid within sixty (60) days after due date or bring an action at law against the owner personally obligated to pay the same;

(I) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

(J) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

(K) Cause all officers or employees having fiscal responsibilities to be bonded. as it may deem appropriate.

(L) Cause all of the Restrictive Covenants for any Section of Association to be adhered to and enforced.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Offices. The Officers of this Association shall be a President and a Vice President who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board 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 each annual meeting of the members.

Section 3. Term. Each officer of this Association shall be elected annually by the Board and shall hold office for one (1) year unless (s)he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board 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 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. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later 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. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

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. The duties of the officers are as follows:

(A) President. The President shall preside at all meetings of the Board of Directors; shall preside at all meetings of the members at which he is present; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

(B) Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence or incapacity, and shall exercise and discharge such other duties as may be required of him by the Board. In the absence of the Treasurer, the Vice-President can act in the Treasurer's stead. However, this shall not be construed to allow the Vice-President to sign in both capacities.

(C) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the board 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.

(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 cosign all checks and promissory notes of the Association, keep proper books of account, cause an annual compilation, review or audit of the Association's books to be made by a certified public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX **COMMITTEES**

The Board of Directors shall appoint such special committees as may be deemed appropriate in carrying out the purposes of these By-Laws, including an Architectural Control Committee as prescribed in the Restrictive Covenants. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board. If provision be made for any such committee, the members thereof shall be appointed by the Board and shall serve during the pleasure of the Board. Vacancies in such committees shall be filled by the Board. Each committee member need not be a Board member, but must be a member of the Association. All actions of the committee shall be reported to the Board at the Board's next regular meeting. The Board shall have the power to revise or alter any action taken by the committee.

ARTICLE X **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictive Covenants, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE XI
ASSESSMENTS

As provided in the Restrictive Covenants, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the original assessment shall bear interest from the date of delinquency at the rate provided in the Restrictive Covenants, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common or Recreational Areas or abandonment of his Lot.

ARTICLE XII
AMENDMENTS

Section 1. These By-Laws may be amended at the annual, regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by official proxy.

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

ARTICLE XIII
CONTRACTS

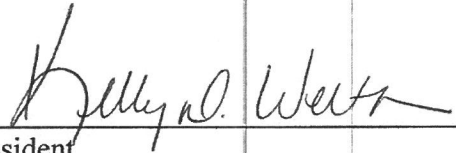
Section 1. No contract or other transaction between the Association and any other Corporation shall be impaired, affected, or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of the Association is or are interested in, or is a director or officer of such other corporation, provided that such facts are disclosed or made known to the Board of Directors.

Section 2. Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Association, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

Date: 12-8-2020



President