

**BYLAWS OF  
THE ASSOCIATION OF  
WHISPERING MEADOWS COMMUNITY  
ASSOCIATION, INC.**

**ARTICLE 1**

**PURPOSES, DESIGNATION, AND DEFINITIONS**

**SECTION 1.1**        *PURPOSES.* The purposes of the Corporation are to perform any purpose which nonprofit corporations are authorized under the Act.

**SECTION 1.2**        *DESIGNATION AND POWERS.* The Corporation shall be considered a mutual benefit corporation and shall have all the powers of a nonprofit corporation authorized under the Act.

**SECTION 1.3**        *DEFINITIONS.* The following terms as used in the Bylaws shall have the meanings stated, unless the context clearly indicates a different meaning is intended:

1.3.1 "*Act.*" The Indiana Nonprofit Corporation Act of 1991 (IC 23-17), as amended.

1.3.2 "*Articles.*" The articles of incorporation as adopted by the Corporation and as approved by the Indiana Secretary of State, and all amendments to those articles.

1.3.3 "*Assessment.*" A regular or special assessment, or all other sums lawfully assessed a Lot pursuant to the Restrictive Covenants or the Act.

1.3.4 "*Board.*" The board of directors of the Corporation.

1.3.5 "*Bylaws.*" These bylaws of the Corporation, and all amendments to these bylaws.

1.3.6 "*Corporation.*" The Association of Chandler's Landing, Inc., an Indiana nonprofit corporation, and its successors and assigns.

1.3.7 "*Developer*", or in the plural, "*Developers*". North Eastern Construction Co., Inc., Arbor Land Corp., Melody Builders of Fort Wayne, Inc., or any other person or entity who or which acts as a Developer in the platting of a Section in the Subdivision, and their successors and assigns.

1.3.8 "*Effective Date.*" The date the Bylaws are adopted by the Board.

1.3.9 "Director", or in the plural, "Directors." Any duly elected director of the Board.

1.3.10 "Lot", or in the plural, "Lots." A platted lot in the Subdivision.

1.3.11 "Member", or in the plural, "Members." A member of the Corporation.

1.3.12 "Owner", or in the plural, "Owners." The record owner(s), whether one or more persons or entities, of fee simple title to the Lots, including contract sellers, but excluding those having an interest in a Lot merely as security for the performance of an obligation.

1.3.13 "President." The duly elected president of the Corporation.

1.3.14 "Restrictive Covenants." The recorded Dedication, Easements, Protective Covenants, Restrictions and Limitations for each Section of the Subdivision, and any amendments and restatements of them.

1.3.15 "Secretary." The duly elected secretary of the Corporation.

1.3.16 "Section." A platted section of the Subdivision, which may be specifically identified by reference to a particular section number.

1.3.17 "Subdivision." Collectively, all Sections of Whispering Meadows, according to the plats thereof as recorded in the office of the Recorder of Allen County, Indiana, and all future platted sections of the Subdivision.

1.3.18 "Treasurer." The duly elected treasurer of the Corporation.

1.3.19 "Vice President." The duly elected vice president of the Corporation.

## ARTICLE 2

### MEETINGS OF MEMBERS

SECTION 2.1 **MEMBERSHIP.** Every Owner shall be a Member.

SECTION 2.2 **ANNUAL MEETING.** An annual meeting of the Members shall be held at a date and time fixed by the Board. The purpose of the annual meeting shall be to elect Directors and to transact such other business as may come before the meeting. Failure to hold an annual meeting at the designated time shall not affect the validity of any action taken at a meeting of the Members.

**SECTION 2.3 SPECIAL MEETINGS.** Special meetings of the Members may be called by the President, the Board, or not less than one-tenth of the Members having voting rights.

**SECTION 2.4 PLACE OF MEETING.** The Board may designate any site as the place of meeting for any special or annual meeting of the Members.

**SECTION 2.5 NOTICE OF MEETINGS.**

**2.5.1 Notice Requirements.** A written notice stating the place, day and hour of an annual or a regular meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered personally, by United States mail, or by any other means permitted under the laws of the State of Indiana to the last known address of the Members. The written notice shall be delivered to the Member at least ten days before the meeting, or, if the notice is mailed by other than first class or registered mail, the written notice shall be given no earlier than 30 days and no later than 60 days before the meeting date.

**2.5.2 Waiver of Notice.** Attendance at any meeting in person, by a duly authorized attorney-in-fact, or by proxy shall constitute a waiver of notice of such meeting.

**SECTION 2.6 INFORMAL ACTION BY MEMBERS.**

**2.6.1 Action By Members Without A Meeting.** Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by 80% of the Members entitled to vote with respect to the subject matter of that action.

**2.6.2 Action By Meeting Of All Members.** If all of the Members shall meet at any time and place, either within or without the State of Indiana, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION 2.7 QUORUM.** Ten percent of persons qualified to vote as Members at a meeting, represented in person or by proxy, shall constitute a quorum for any meeting of the Members.

**SECTION 2.8 PROXIES.** At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or the authorized attorney-in-fact of the Member. No proxy shall be valid after eleven months from the date of its execution, unless

otherwise provided in the proxy. A proxy shall terminate upon the conveyance of Lot which gave rise to the voting rights assigned by the proxy.

**SECTION 2.9 VOTING LIST.** The Secretary shall keep, at the registered office of the Corporation, a complete and accurate list of all Members and of all Members entitled to vote at any meeting of the Members.

**SECTION 2.10 VOTING.**

**2.10.1 Generally.** A Member shall be entitled to vote as permitted by the Bylaws, the Articles, and the laws of the State of Indiana, but only if that Member has paid in full all Assessments, and all other charges or fees due to the Corporation for the current fiscal year and all prior fiscal years. When more than one person holds an interest in a Lot, all such persons shall be Members. The vote for such Lot shall be exercised as such persons determine, but in no event shall more than one vote be cast with respect to one Lot, except as provided by the Articles or by section 2.10.3.

**2.10.2 Class A Members.**

**2.10.2.1 Identification.** The membership of Class A consists of all Owners (except Developers).

**2.10.2.2 Voting Rights.** Each Class A Member shall be entitled to one vote for each Lot owned.

**2.10.3 Class B Members.**

**2.10.3.1 Identification.** Class B membership in each Section shall be the Developer of that Section.

**2.10.3.2 Voting Rights.** Voting rights for a Class B Member shall be determined on a Section-by-Section basis. If a Class B Member owns a Lot in a Section, then for that Section the Class B Member shall be entitled to vote that number of votes designated in the Restrictive Covenants for that Section, less the number of votes which Class A Members are entitled to vote for that Section pursuant to the Restrictive Covenants.

**2.10.3.3 Duration of Class B Status.** The duration of Class B status shall be determined on a Section-by-Section basis. The Class B status for a Section shall end upon the occurrence of the earlier of either:

**2.10.3.3.1** The dates specified in the Restrictive Covenants; or

2.10.3.3.2 The conveyance by the Class B Members of fee simple title to all of the Lots in that Section. If a Lot is used by a Class B Member as a personal residence, then for purposes of determining the duration of the Class B status under this section 2.10.3.3.2, that Lot shall be deemed to have been conveyed in fee simple by the Class B Member.

## ARTICLE 3

### BOARD OF DIRECTORS

SECTION 3.1 *GENERAL POWERS AND DUTIES.* The control and management of the affairs of the Corporation shall be vested in the Board. The Board shall discharge all duties so identified in the Restrictive Covenants. The Board shall maintain all property owned by the Corporation and perform all other duties adopted by the Board by resolution.

### SECTION 3.2 *NUMBER, MEMBERSHIP, AND TENURE.*

3.2.1 *General.* The number of Directors composing the Board initially shall be three. Directors need not be Members. The Directors each shall hold office for a term of three years, except as provided in section 3.2.2, or until the successor of the Director shall have been elected and qualified. Each Director shall be eligible for re-election. The Board shall have the right to increase or decrease, within limits prescribed by the Articles and the Act, the number of Directors composing the Board, by a vote of the majority of Directors present at a properly called meeting of the Board.

3.2.2 *Initial Directors.* The initial Board shall be composed of the Directors as identified in the Articles. For the initial Board, one Director shall serve a term of one year, one Director shall serve a term of two years, and one Director shall serve a term of three years.

### 3.2.3 *Section Representation.*

3.2.3.1 Except as provided in Section 3.2.2, or as permitted under Section 3.2.4, the Board shall be composed of at least one Director who is a Member residing in each Section.

3.2.3.2 If there is no candidate who is a Member residing in a Section for a vacancy on the Board, the vacancy may be filled by a Member who resides in any other Section or by a person designated by Developer under Section 3.2.4.

3.2.4 Notwithstanding any provision to the contrary in Section 3.2.3, Developer may designate a person to be a candidate for a vacancy on the Board in any Section provided Developer owns a Lot in the Section.

3.2.5 **Election of Directors.** Directors shall be elected by the Members at the annual meeting, except as provided in section 3.2.2. At the election, the Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Members choosing to run as candidates for a directorship must notify the Secretary in writing of the intention of the Member to become a candidate for directorship not less than 30 days prior to the date of the annual meeting.

**SECTION 3.3 REGULAR MEETINGS.** A regular annual meeting of the Board shall be held without notice immediately after, and at the same place as, the annual meeting of Members. The Board may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without notice other than such resolution.

**SECTION 3.4 SPECIAL MEETINGS.** Special meetings of the Board may be called by or at the request of the President or two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them.

**SECTION 3.5 NOTICE OF SPECIAL MEETINGS.** Notice of any special meeting of the Board shall be given at least two days prior to the meeting. Notice of the special meeting shall be by any means allowable under the Act. A Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by the Act or the Bylaws.

**SECTION 3.6 POWER TO ELECT AND APPOINT OFFICERS.** The Board shall elect a President, one or more Vice Presidents (if the Board deems such officer necessary), a Secretary, and a Treasurer. The Board shall have the power to appoint such other agents as the

Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board whenever in the judgment of the Board the interests of the Corporation will be served by a removal. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

**SECTION 3.7 POWER TO ASSESS.** The Board shall have the power to determine and collect Assessments, user fees, and other charges, fines, or penalties against Owners. In the exercise of this power, the Board shall not exceed the authority or limitations imposed by the Restrictive Covenants.

**SECTION 3.8 DELEGATION OF POWERS.** For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

**SECTION 3.9 PARTICIPATION IN MEETINGS BY ELECTRONIC COMMUNICATION.** Any or all Directors may participate in a meeting of the Board, or a committee of the Directors, by means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

**SECTION 3.10 ACTION BY CONSENT WITHOUT MEETING.** Any action which may be taken at a meeting of the Board may be taken without a meeting if evidenced by each Director and included in the minutes or filed with the corporate records reflecting the action taken. For purposes of section 3.10, a consent granted by telegram, telex, telecopy, or other document transmitted electronically by a Director shall be deemed to be acceptable evidence of consent. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date.

**SECTION 3.11 RESIGNATION.** A Director may resign by delivering written notice to the Board, its chairman, the President, or Secretary. A resignation is effective when delivered unless the notice specifies a later effective date.

**SECTION 3.12 VACANCIES.** Any vacancy among the Board caused by removal, resignation, death, or other incapacity, or by increase in the number of Directors composing the Board, may be filled by the Board, or if the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all of

the Directors remaining in office. The new Director shall serve until the expiration of the term for which the Director's predecessor was elected. Members shall be notified of any increase in the number of Directors composing the Board and of the name, address, and principal occupation of any Director elected by the Board to fill any vacancy, whether caused by an increase or otherwise, in the next mailing, if any, sent to the Members following any such increase or election. If the vote of the remaining Directors results in a tie, such vacancy shall be filled by a vote of the Members at a special meeting called for such purpose.

**SECTION 3.13 REMOVAL.** A Director may be removed, either with or without cause, as provided by the Act, at a special meeting of the Members, if the special meeting notice states that one of the purposes of the meeting is the removal of the Director, or at any meeting of the Board.

#### **SECTION 3.14 QUORUM AND VOTING REQUIREMENTS.**

**3.14.1** A quorum of the Board for the transaction of all business, except filling vacancies on the Board, shall consist of a majority of the number of Directors prescribed in the Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board.

**3.14.2** The right of dissent or abstention is not available to a Director who votes in favor of the action taken. A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless:

**3.14.2.1** The Director objects at the beginning of the meeting (or promptly upon a Director's arrival) to holding it or transacting business at the meeting;

**3.14.2.2** The Director's dissent or abstention from the action is entered into the minutes of the meeting; or

**3.14.2.3** The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary immediately after adjournment of the meeting.

## **ARTICLE 4**

### **OFFICERS**

**SECTION 4.1 GENERAL PROVISIONS.** The Board shall elect the officers of the Corporation. Each officer of the Corporation must be a Director. The officers of the



Corporation shall be a President, one or more Vice Presidents (if the Board deems such officer is necessary), a Secretary, a Treasurer, and such other officers as may be deemed desirable by the Board.

**SECTION 4.2 ELECTION AND TERM OF OFFICE.** The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. Each officer shall hold office for one year or until the successor shall have been duly elected and shall have qualified, unless earlier removed by the Board. All officers can be removed at any time by the affirmative vote of the majority of the Directors. Officers shall be eligible for re-election.

**SECTION 4.3 PRESIDENT.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and the Members. Under the Board's direction, the President shall have general supervision over the affairs of the Corporation and over the other officers. The President shall have the power to appoint committees. The President also shall perform such other duties as are incident to this office.

**SECTION 4.4 VICE PRESIDENT.** The Vice President shall perform the duties specified in section 4.3 in the absence or disability of the President. In addition, the Vice President shall perform such duties and assignments which may from time to time be delegated by the President or the Board.

**SECTION 4.5 TREASURER.** The Treasurer shall have custody of all monies, securities, and other valuables of the Corporation, and shall give bond in such sums and with such surety as the Board may require, conditioned upon the faithful performance of the Treasurer's office. The Treasurer shall maintain a correct and complete record of accounts showing accurately, at all times, the financial condition of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into the Treasurer's hands in a bank or other depository to be designated by the Board, and keep such bank account or accounts in the name of the Corporation. The Treasurer also shall perform such other duties as are incident to this office.

**SECTION 4.6 SECRETARY.** The Secretary shall have the responsibility to ensure that notices required by the Bylaws are properly issued, and that the minutes of all meetings of the Board and the Members are adequately kept. The Secretary shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation, and shall

authenticate the records of the Corporation. The Secretary also shall perform such other duties as are incident to this office.

SECTION 4.7 *RESIGNATION*. An officer of the Corporation may resign by delivering written notice to the Board, its Chairman, the President, or the Secretary. A resignation is effective when delivered unless the notice specifies a later effective date.

SECTION 4.8 *VACANCIES*. Vacancies among elected and appointed officers occurring during the annual terms shall be filled by the Board.

## ARTICLE 5

### COMMITTEES

SECTION 5.1 *EXECUTIVE COMMITTEE*. The Board shall have power to appoint, by resolution adopted by a majority of all the Board, an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the business of the Corporation between meetings of the Board.

SECTION 5.2 *OTHER COMMITTEES*. The President shall appoint other standing or special committees of such size as the President may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the President may direct. The person selected to sit on a committee need not be a Member.

## ARTICLE 6

### EXECUTION OF DOCUMENTS

SECTION 6.1 *CONTRACTS*. Any two officers of the Corporation are authorized to execute for the Corporation all contracts, commercial paper, deeds for the conveyance of real estate, mortgages, notes, assignments, transfers, real estate contracts, leases and other instruments which might be necessary or required in the transaction of the business of the Corporation.

SECTION 6.2 *CHECKS AND DRAFTS*. All checks, drafts, and orders for the payment of money shall be signed by those officers or employees of the Corporation as the Board may, from time-to-time, designate by resolution.

## ARTICLE 7

### BOOKS AND RECORDS

SECTION 7.1 *General.* The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board, and committees having any of the authority of the Board, and shall keep at the registered office a record of the names and addresses of the Members. All books and records of the Corporation may be inspected by any Member, or by the Member's agent or attorney for any proper purpose at any reasonable time.

SECTION 7.2 *Assessment Certificates.* Any officer of the Corporation may 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.

## ARTICLE 8

### FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

## ARTICLE 9

### AMENDMENTS OF BYLAWS

The Bylaws may be amended by the Board by the affirmative vote of a majority of the entire Board at any regular or special meeting, notice of which contains the proposed amendment or a digest of it, or at any meeting, regular or special, at which all of the Directors are present, or by the written consents of all Directors pursuant to the provisions of the Bylaws.

## ARTICLE 10

### MISCELLANEOUS

SECTION 10.1 *MEMBERSHIP CERTIFICATES.* The Board is not required to issue to any Member a certificate from the Corporation evidencing membership in the Corporation.

SECTION 10.2 *NO EARNINGS*. No Member shall have or receive any earnings from the Corporation, except that a Member who is an officer, Director, or employee of the Corporation may receive fair and reasonable compensation and reimbursement of reasonable expenses incurred in performing the Member's services as officer, Director, or employee of the Corporation. A Member may also receive payment of principal and interest on monies loaned or advanced to the Corporation, as provided in the Act.

SECTION 10.3 *APPLICABLE LAW*. This document shall be construed in accordance with the laws of the State of Indiana.

SECTION 10.4 *SEVERABILITY*. If one or more of the provisions of this document shall for any reason be held to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this document; and this document shall be reformed and construed as if such invalid, illegal, or unenforceable provisions had not been contained in it.

SECTION 10.5 *TIME OF ESSENCE*. Time is of the essence of this document.

SECTION 10.6 *HEADINGS AND GENDER*. Headings are for reference only, and do not affect the provisions of this document. Where appropriate, the masculine gender shall include the feminine or the neuter, and the singular shall include the plural.

SECTION 10.7 *COMPUTATION OF TIME*. In computing a time period prescribed in this document, the day of the act or event shall not be counted. All subsequent days, including intervening weekend days and holidays, shall be counted in the period. The last day of the period so computed is to be included unless it is a weekend day or a legal holiday as defined under Indiana law, in which case the period is to be extended to the next day that is not a weekend day or holiday.

IN WITNESS WHEREOF, the Secretary has executed the Bylaws as of this 1st day of September, 1993.

WHISPERING MEADOWS  
COMMUNITY ASSOCIATION, INC.

By:   
Cathy A. Lehr, Secretary

This instrument was prepared by: James A. Federoff, Attorney at Law, Beckman, Lawson, Sandler, Snyder & Federoff, 800 Standard Federal Plaza, P.O. Box 800, Fort Wayne, Indiana 46801-0800.