

BY-LAWS OF WINDING BROOK PARK ASSOCIATION, INC.
(REVISED January 15, 2014)

Article I. Name and Purpose

Section A - Name

The official name of the corporation is W.B.P.A., Inc. ("Association")

Section B - Purpose

The general purpose of the Association is to promote the general welfare of the property owners in Winding Brook Park, Penn Township, St. Joseph County, Mishawaka, Indiana. In pursuit of this goal the Association and the Board of Directors shall have the powers as are reasonably necessary, including, without limitation, the following:

- (1) To take concerted action when it is in the common interests of the members.
- (2) To promote and encourage law, safety, and service agencies to provide adequate services
- (3) To encourage the adherence to the standards provided in the restrictive covenants for Winding Brook Park.
- (4) To promote good neighborhood appearance.
- (5) To assess and collect dues from members and authorized expenditures in accordance with the annual budget.
- (6) To promote adult and youth activities.

Section C - Not-For-Profit Corporation

The Association shall be organized and maintained as an Indiana not-for-profit corporation.

Article II. Memberships, Dues, Fiscal Year, and Meetings

Section A - Membership

Membership in the Association is automatic for all owners of lots in Winding Brook Park, Penn Township, St. Joseph County, Mishawaka, Indiana. A member in good standing is one who is current in the payment of all Association dues and assessments.

Section B - Voting

Each member in good standing shall be entitled to one (1) vote for each lot owned in Winding Brook Park.

Section C - Annual Membership Dues

The amount of annual dues shall be determined by the Board of Directors at its annual budget review meeting and shall be payable on or before February 28th of each year.

Section D - Fiscal Year

The fiscal year of the Association shall be the calendar year commencing January 1st and ending December 31st of each year.

Section E - Budget

A budget, to be approved by the general membership in good standing at the annual Association meeting, shall be prepared by the Treasurer and reviewed by the Board prior to the annual Association meeting. The budget shall list the anticipated income and the anticipated expenses for the ensuing year.

Section F - Annual Meeting

There shall be an annual meeting of the voting members of the Association within sixty (60) days after the close of the fiscal year.

Section G - Special Meetings

Special meetings of the Association may be called by the President or by a majority of the Board. A special meeting may also be called at the request of ten percent (10%) of all members in good standing and shall be by petition in writing. Any requests for a special meeting upon request of ten percent (10%) of the voting members shall be submitted to the President or the Secretary in sufficient time so as to permit notice of at least ten (10) days in advance of the proposed meeting date. Notice of a special meeting shall be given in the manner as in the case of the annual Association meeting. Special meetings shall be limited to the purpose or purposes stated in the notice. A quorum at a special meeting shall consist of twenty-five percent (25%) of the voting members of the Association, and shall consist of persons present in person or by absentee ballot or proxy, and a majority of those present shall decide the question(s) presented.

Section H - Conduct of Meetings

All Association meetings shall be conducted in a businesslike manner.

Section I - Absentee Ballots and Proxies

An absentee ballot or proxy, written, dated, and signed by a member in good standing, covering a specific meeting date, may be voted according to its terms if delivered to the Secretary at least one (1) day prior to the meeting. No absentee ballot or proxy shall be valid after the date of the designated meeting.

Article III. Officers and Board of Directors - Duties

Section A - Board of Directors

The affairs of the Association shall be managed by the Board of Directors, composed of not less than nine (9) nor more than twelve (12) members constituted on a revolving basis at least three (3) years with terms expiring each year. The Board from among the members of the Board shall elect the officers. The President shall be permitted to cast a vote only in the event of a tie.

Section B - Officers

The officers of the Association shall be the President, Vice President, Secretary, and the Treasurer. The officers shall hold office until their successors have been elected. The length of a term shall be one (1) year. Successive terms by the same person shall be permitted.

Section C - Elections

The members of the Board shall be elected by a plurality of the voting members of the Association at the annual meeting. Nominations for Directors from the floor shall be included together with those received by the Secretary prior to the meeting. Each Board member shall be elected for a three (3) year term with a minimum of three (3) Directors elected each year. Successive terms by the same person may be permitted.

Section D - Installation of the Board of Directors

Upon declaration of their election, the Board of Directors shall be called to session within thirty (30) days following their election and shall elect their officers and committees as needed.

Section E. – Non-Voting Members

Non-Voting Board Members shall be nominated by the President and confirmed by a majority of the Board members at the organization meeting following installation of the new Directors. Non-voting member positions terms are not to exceed one year. These positions will perform activities for the Board and report back through the President (or designee) to the Board on the status and requirements for the conduct of their responsibilities.

Section F - Vacancies

Should an elected Board member resign their office, become deceased or incompetent, divest himself of ownership of residential property in Winding Brook Park, or repeatedly fail or refuse to attend Board meetings or otherwise perform the duties of his office, the President may declare the office held by said Board member vacant. The President shall within thirty (30) days after the declaration of vacancy, with the approval of the majority of the Board, appoint a member in good standing to fill the remaining term of the vacant Board position.

Section G - Meetings of the Board of Directors

The Board shall meet on the third Wednesday of the months of January, March, May, September, and the 3rd Monday of November to conduct routine business. The President of the Association shall be the Chairman of the Board and shall preside at its regularly scheduled meetings. In the event the President is absent, the Vice President shall act as Chairman of the Board the particular Board meeting only. A simple majority of current Board members shall constitute a quorum for the transaction of any business at any meeting of the Board of directors, and a majority of those present at any meeting at which a quorum is present shall constitute the valid acts of the Board of Directors.

Ad hoc Board meetings may be called at the direction of the President. The President or respective Committee Chairs, as needed, may call other committee meetings that are for coordinating services and/or social functions. Reports of the decisions and actions resulting from Committees and Ad hoc Board meetings will be reported at the next regularly scheduled Board meeting.

Section G - Authority of the Board of Directors Regarding Expenditures

The Board may authorize the expenditure of all budgeted operating monies received from the dues of the Association without prior approval of the membership. All expenditures shall be reported to the membership at the next annual Association meeting. The President is authorized to spend up to One Hundred and No/100 (\$100.00) without prior approval of the Board.

Article IV. Officer's Duties

Section A - President

The President shall preside at all meeting of the Association and the Board and shall be an ex-officio member of all committees; shall advise and assist all officers and all committees; shall oversee the keeping of all books and records and the keeping of records of transactions to which the Association is party; shall sign all written contracts and written obligations of the Association, except that the Treasurer may be authorized to sign checks on behalf of the Association; shall appoint all chairpersons; and shall have discretion to appoint members in good standing of the Association who are not members of the Board to serve on committees and perform other ministerial functions under the supervision of the President.

Section B - Vice President

In the absence or disability of the President, the Vice President shall be charged with the responsibility of the President and shall preside at any meetings of the Association or the Board. The Vice President shall also assist the President in any duties as requested by the President or the Board.

Section C - Treasurer

The Treasurer shall receive and have charge of the funds of the Association; shall keep a full and accurate account of all monies received and paid out and report to the Board at their regular meetings and to the Association at the annual Association meeting, and at such other times as required, and shall be responsible for filing all necessary tax returns and reports in a proper and timely manner; shall keep all funds of the Association and promptly deposit them in such depositories as shall be designated by the Board; shall furnish the Secretary a list of names of all members in good standing at least twenty-four (24) hours prior to the holding of a regular or special Association meeting. An annual audit shall be conducted under the direction of the Board at the end of each fiscal year, upon such terms and conditions as the Board may determine. The Treasurer shall deliver to his successor in office, or anyone else designated by the Board, all monies, books, records, or other property of the Association in his possession or under his control promptly upon retirement or removal from office. An audit of the financial records of the Association shall be prepared upon written request of the Board or of ten percent (10%) of the members of the Association in good standing. In no event shall the Treasurer be required to prepare an audit either at the request of the Board or at the request of the Association membership in good standing more than twice in any fiscal year.

Section D - Secretary

The Secretary shall maintain a record of all proceedings at annual and special meetings of the Association and all meetings of the Board; shall attend to the filing of all records and of all corporate documents (except tax returns) in a proper and timely manner; and shall perform such other duties that may be required by the By-Laws or the President or the Board. The Secretary shall respond to all official correspondence; shall issue and mail notices of all meetings of the Association; shall keep a record of all members in good standing as received from the Treasurer; shall make the final determination as to whether any member is entitled to vote; shall determine the validity of any absentee ballot or proxy; and shall transfer without delay all books, papers, and other records and property of the Association in their possession or of which they have control, promptly upon retirement or removal from office.

Article V. Limited Indemnification

The actions of individual Directors (Voting and Non-Voting) and Officers taken in the performance of their duties on behalf of the Association shall be the actions of the Association and, to the extent practicable, the Association shall indemnify said Directors (Voting and Non-Voting) and Officers from and against all claims and expenses arising out of the performance of such duties.

Article VI. Amendments to the By-Laws

These By-Laws may be amended by three-quarters (3/4) majority of the entire Board of Directors at any meeting at which a quorum is present or by unanimous written consent of the Board of Directors. The members of the Association shall be advised of any amendments made to these By-Laws during the course of a year at the next annual meeting of the Association.

(Revised and approved Jan. 15, 2014)