

**AMENDED & RESTATED CODE OF BY-LAWS OF
COUNTRY CLUB PINES ASSOCIATION, INC.**

This *Amended & Restated Code of By-Laws of Country Club Pines Association, Inc.* ("Amended & Restated Code of By-Laws") is made effective this 9th day of January, 2024, by Country Club Pines Association, Inc., an Indiana nonprofit corporation.

WITNESSETH:

WHEREAS, the *By-Laws of Country Club Association, Inc.* were adopted by Country Club Pines Association, Inc. on April 29, 1991 ("the Original By-Laws"); and,

WHEREAS, Article XIII of the Original By-Laws provides that the Original By-Laws may be amended at a regular or special meeting of the members of Country Club Pines Association, Inc. by a vote of a majority of a quorum of members present in person or by proxy at such meeting; and,

WHEREAS, on September 12, 2023, and reconvened on January 9, 2024, a special meeting of the members of Country Club Pines Association, Inc. was held at which at least a majority of a quorum of members present in person or by proxy voted to approve these Amended & Restated Code of By-Laws; and

NOW, THEREFORE, the Original By-Laws are amended and restated as set forth herein:

**ARTICLE I
CORPORATE NAME AND LOCATION OF MEETINGS**

The name of the corporation is Country Club Pines Association, Inc., hereinafter referred to as the "Association". Meetings of members and directors may be held at such places within the State of Indiana, County of Marion, or held by remote communications, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Declaration" shall mean and refer to the *Consolidated, Amended, & Restated Declaration of Covenants & Restrictions of Country Club Pines*, recorded on January 23, 2024, in the Office of the Recorder of Marion County, Indiana as Instrument No. **A202400005333**. Capitalized terms used herein and not otherwise defined shall have the respective meanings assigned thereto in the Declaration.

Section 2. "Member" shall mean and refer to those persons entitled to

membership as provided in the Declaration.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on any date selected by the Board.

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 Class A membership.

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 fifteen (15) days before such meeting to each member entitled to vote thereat, 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 (or means to access the meeting, if held remotely), day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Notice of each meeting of the members may alternatively be provided by email to any such member that has provided their email address to the Association for notice purposes. In accordance with Indiana Code §§ 23-17-10-1, -2 (2021), as may be amended or recodified from time to time, the Board may elect not to hold an annual meeting, regular meeting, or special meeting of the members in any place but may instead hold such meetings solely by means of remote communication (e.g., Zoom, Microsoft Teams, or Webex). To conduct such meetings by means of remote communication, the Association shall: (1) implement reasonable measures to verify the identity of each member considered present and permitted to vote at the meeting; (2) implement reasonable measures to ensure all members have an opportunity to participate and vote on matters discussed at the meeting, including an opportunity to read or hear the proceedings; and (3) maintain minutes of the meeting, including a record of any votes cast or actions taken by a member.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes of each class of membership shall constitute a quorum for any action, except as otherwise provided in the Declaration. If the required quorum is not present, another meeting may be called subject to the notice requirements of these By-Laws, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days

following the preceding meeting.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of their Lot.

Section 6. Action by Consent in Lieu of Meeting. Any action required or permitted to be taken any Owners' meeting may be taken without a meeting if the secretary or managing agent delivers a written ballot by regular mail or email to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when: (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must do the following:

- (a) indicate the number of responses needed to meet quorum requirements;
- (b) state the percentage of approvals necessary to approve each matter other than the election of directors; and
- (c) specify the time by which a ballot must be received by the Association to be counted.

A written ballot may not be revoked.

ARTICLE IV BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of Directors composed of no less than three (3) persons and no more than seven (7) persons, but all of whom must be members of the Association.

Section 2. Term of Office. At each annual meeting, the members shall elect three directors for a term of one year.

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, the director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4. Compensation. No director shall receive compensation for any service such director may render to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of 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 approval of all the directors. Any action so approved shall have the same effect 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 from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be by written or electronically-submitted 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. 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. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday, or such other day as determined by the Board. The Board may meet remotely through the use of any means of communication by which all director participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director and may be held by means of remote communication as set forth in Article VI, Section 1 above.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at a meeting of the Board. 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.

Section 4. Action Taken Without a Meeting. Action required or permitted to be

taken by the Board may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent: (1) describing the action take; signed by each director; and (3) included in the minutes or filed with the corporate records reflecting the action taken. By way of example, action may be taken without a meeting of the Board so long as each director provides their consent via email bearing their name and including a description of the action taken, with all such emails being held in the Association's corporate records.

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 Common Property and facilities, and the personal conduct of the members and their guests thereon, and to establish repercussions 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 in the payment of any assessment levied by the Association or for any other violation of the Association's governing documents.

(c) exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Amended & Restated By-Laws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, 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 Class A members who are entitled to vote;

(b) supervise all officers, agents, and employees of the Association, and to see that their duties are properly performed;

(c) as more fully provided in the Declaration, to: (1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and (3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to 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;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) cause all officers or employees having fiscal responsibilities to be bonded or otherwise insured, as it may deem appropriate;

(g) cause the Common Area to be maintained.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a president, vice-president, secretary, and treasurer who shall at all times be members of the Board of Directors. The officers of the Association may also include 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. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless such officer 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 after 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 being replaced.

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. Duties. The duties of the officers are as follows:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; and shall sign all contracts, mortgages, deeds and other written material instruments.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of the vice president by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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.

Treasurer

(d) 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 sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made by an accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting,

and upon request deliver a copy of each to the members.

ARTICLE IX COMMITTEES

The Association shall appoint an Architectural Review Committee, as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

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, to the extent required by Indiana Code § 32-25.5-3-3(g)-(m), as the same may be amended or recodified from time to time. The Declaration, the Articles of Incorporation and these Amended & Restated 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 more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Lot 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 assessment shall bear interest from the date of delinquency at the rate set forth in the Declaration in addition to late fees, 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. Interest, late fees, expenses, costs, and reasonable attorneys' 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 Area or abandonment of their Lot.

ARTICLE XII CORPORATE SEAL

The Association shall, if necessary, have a seal in circular form having within its circumference the words: Country Club Pines Association, Inc.

**ARTICLE XIII
AMENDMENTS**

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

Section 2. In the case of any conflict between the Articles of Incorporation and these Amended & Restated By-Laws, these Amended & Restated By-Laws shall control; and in the case of any conflict between the Declaration and these Amended & Restated By-Laws, the Declaration shall control.

**ARTICLE XIV
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

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The undersigned officers of the Association hereby certify that the affirmative approval of the Owners of at least a majority of a quorum established at the above-referenced special meeting of the Association has been obtained in support of these Amended & Restated Code of By-Laws, and further certify that any and all other conditions precedent to the adoption of the same have been duly fulfilled and satisfied.

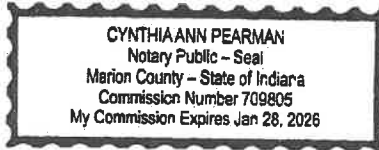
COUNTRY CLUB PINES ASSOCIATION, INC.

By: [Signature]
Michael Bertrand, President

ATTEST:

By: [Signature]
Melissa Hayes, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF Maion)



Before me, a Notary Public in and for said County and State, personally appeared Michael Bertrand, the President of Country Club Pines Association, Inc., and Melissa Hayes, the Secretary of Country Club Pines Association, Inc., who acknowledged the execution of the foregoing *Amended & Restated Code of By-Laws of Country Club Pines Association, Inc.*

WITNESS my hand and notarial seal this 14 day of January, 2024.

My Commission expires: January 26, 2026

[Signature]
Notary Public

Printed: Cynthia Ann Pearman

Residing in Maion County, Indiana