

**WILLIAMSBURG IN THE WOODS**  
**Homeowners Association**  
**Meeting Minutes**  
**April 6, 2015**

The meeting was held at the home of Kurt Kunkle. Terry Aders, Craig Johnson, Barb Stader, Kyle Thompson, Bo Hood, Scott Lawrance, Larry Conrad and Kurt Kunkle attended. Brianna Houghland, was not in attendance.

The meeting was called to order at 6:33 PM.

Prior meeting minutes were approved.

EVENTS SINCE LAST MEETING

- a. **Nothing new**

TREASURERS REPORT:

**Waived due to other business.**

ACRHITECTURAL COMMITTEE REPORT:

- 1.) Nothing new**

NEW BUSINESS:

1. **Landscape and Mowing contract** – The board is in negotiations with Showcase Lawn care for mowing and landscaping for 2015. Kyle expects to have a final quote this week.
2. **Front entrance landscaping** – Showcase is coming out to meet with the landscape experts this week. The intent is to add more annual flowers and achieve a more “finished” look to the landscaping.
3. **Front Entrance** - Bo and Kurt presented ideas for lighting as well as better protection for the underground wiring for the front entrances. They will buy lights and test them for effectiveness. The board will volunteer to help in the installation (trenching the wiring and installing the new lights). The board reinforced their agreement to replace all lightbulbs with LED lights for energy conservation and cost savings.
4. **Revise Bylaws**– Per Article VIII of the bylaws and after the required 15 day notification from the presentation of the original notice the board approved the revision of the bylaws with a unanimous vote in favor of the change to the signature requirements and reporting as proposed by Larry Conrad as presented to the board in the March 2015 meeting. The changes (Article V, Section 3 only) were verified and the revised bylaws are placed into the minutes of the meeting (see Appendix A). The board will send a copy, as required by the bylaws, of the changed bylaws to all homeowner’s by 1<sup>st</sup> class mail.
5. **Newsletter** – The board will publish a Spring newsletter and include with the bylaws mailing. Along with general articles for the benefit of the neighbors the newsletter will also explain the changes made to the bylaws.

The next meeting is will be the annual meeting on the 18<sup>th</sup> of May.

MEETING ADJOURNED AT 7:50 PM

Craig Johnson, Board Member

APPENDIX A  
BY-LAWS  
OF  
WILLIAMSBURG IN THE WOODS HOMEOWNERS ASSOCIATION, INC.  
A NOT FOR PROFIT INDIANA CORPORATION

ARTICLE I  
OFFICES

The principal office of the corporation shall be in the state of Indiana and shall be the residence of the President of the Corporation.

ARTICLE II  
MEMBERS

Pursuant to the declaration of the restrictive covenants for WILLIAMSBURG IN THE WOODS, filed with the Hendricks County Recorders Office on February 21, 1990 in Miscellaneous Record Book 120, pages 903-905. Subsequent filings are found in Book 121, pages 794-796; Book 127, pages 468-471; Book 136, pages 672-676. Members of the Corporation, hereinafter referred to as "members," shall consist of all owners of lots in the subdivision commonly known as WILLIAMSBURG IN THE WOODS, a subdivision located in Washington Township, Hendricks County, Indiana. The membership in general shall be known as the Williamsburg In The Woods Homeowners Association, hereinafter referred to as the "Association."

Section 1. Annual Meeting. The annual meeting of the membership of the Association shall be held on the second Monday in May, for purpose of electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting may be rescheduled to another date, as determined by the Board of Directors. The notice of location and time for the annual meeting shall be by first class mail to all lot owners. The notice shall be sent to the address of record. The newly elected Board of Directors shall meet at the conclusion of the Annual Meeting for the purpose of electing the officers of the Association for the ensuing year.

Section 2. Special Meetings. The President of the Board of Directors may call a special meeting of the Association, for any purpose or purposes.

Section 3. Place of Meeting. The meeting of the members of the Association shall be held at a place designated by the President of the Board of Directors.

Section 4. Quorum. The members in attendance or represented by a duly authorized proxy shall constitute a quorum at a meeting of the Association. The members present at a duly organized meeting may continue to transact business until adjournment. A lot owner must be in good standing to be counted towards a quorum and to vote. By definition, good standing is one who is not in arrears on Homeowner Association dues or assessments.

Section 5. Proxies. At all meetings of members of the Association, a homeowner may vote in person or by proxy executed in writing by the homeowner or their duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or immediately at the commencement of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Homeowners appearing by proxy shall be included as being present for the purpose of establishing a quorum.

Section 6. Voting Rights. Each lot within the subdivision is entitled to one (1) vote. In the event of multiple owners of a single lot, said owners must decide between themselves as to the manner of

casting their vote. In the event there is no agreement between the multiple owners of a lot, then they may cast fractional votes in relationship to their ownership in the lot. The vote of one lot owner of a multiple owned lot shall be presumed to be the vote of all owners of said lot unless the other owners express a contrary intent at the time of the vote.

Section 7. Dues. The annual dues shall be \$175.00 payable on or before May 1st of each year. A late fee of \$10.00 per month shall be assessed on payments received after the due date.

NOTE: The change in dues to \$175.00 was approved by the members at the Annual Meeting of the Homeowners on May 15, 2006.

### ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the business and affairs of the Association.

Section 2. Number and Tenure. The number of Directors shall be seven (7). The term of office shall be two (2) years. Four Directors (4) shall be elected in even numbered years, and three Directors (3) in the odd numbered years.

Section 3. Qualifications. Each Board member must be a member in good standing. A member may stand for election when not present for the annual meeting if the member has presented a written document with the person's signature and date of execution to the Secretary of the Board prior to the annual meeting and stating that the person would accept an elected position on the Board of Directors. Each Director is expected to be present at regularly scheduled meetings.

Lots with multiple owners may only have one (1) of the owners on the Board of Directors per lot. The remaining owners may serve as appointed members to committees appointed by the President.

Section 4. Regular Meetings. The Board of Directors shall provide, by resolution, the time and place for holding regular meetings without other notice, and may reschedule the regular meeting as needed to manage the affairs of the Association.

Section 5. Special meetings. Special meetings of the Board of Directors may be called by or at the request of any Director. The person authorized to call special meetings shall establish the location for holding that meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority are present at a meeting, a majority of the Directors present shall adjourn the meeting without further notice. When determined in advance a quorum will not be present for a scheduled meeting, the meeting shall be postponed or canceled.

Section 7. Manner of Acting. Any action of the majority of the directors present at a meeting in which a quorum is present shall be the decision of the Board of Directors.

Section 8. Action Without A Meeting. Any action, which could be taken by the Board of Directors, may be taken without a meeting if the majority of all Directors agree in writing to the decision made. The action must be evidenced by a written document describing action to be taken; signed by all directors; and included in the minutes or filed with the corporate records reflecting action taken. Any communication including electronic data and other documentation used by the Directors shall be made available to all directors prior to final action.

Section 9. Compensation. The Board of Directors shall serve without compensation. However, upon approval of the Board, individual board members may be compensated for any mileage, long distance telephone calls, or other out of pocket expenses incurred while attending to the business of the Association. Proper documentation must be provided. The rate of reimbursement for mileage shall be consistent with the established tax code of the Internal Revenue Service.

Section 10. Removal. An elected member of the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the Association will be served. A Director appointed by the Board to fill a vacancy shall be removed as defined by the Indiana State Code.

Section 11. Vacancies. A vacancy in any position on the Board of Directors resulting from death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

#### ARTICLE IV OFFICERS

Section 1. Number. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. Each Officer shall be elected by the Board of Directors. Any individual may hold more than one (1) office in the Association.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at their first meeting held immediately following the annual meeting. The term of office shall be defined as two (2) years.

Section 3. President. The president shall be the executive officer of the association and subject to the control of the Board of Directors. The President shall in general supervise and control all the business and affairs of the Association. The President shall preside at all meetings of the lot owners and the Board of Directors. The President may appoint Members of the Association to committees to perform a service for the Board and/or the Association.

Section 4. Vice President. The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of President.

Section 5. Secretary. The Secretary shall: (a) record and keep the minutes of all the meetings of members of the Board of Directors; (b) maintain current and accurate copies of all organizational documents (including Covenants, By-laws, Rules of Order, Standing Rules); (c) be custodian of the Association Records.

Section 6. Treasurer. The Treasurer shall: (a) have charge, custody and control of all funds of the Association; (b) keep a register of the post office address of each lot owner; (c) receive and collect all monies due; (d) keep the financial records of the Association.

#### ARTICLE V CONTRACTS, LOANS, CHECKS, DRAFTS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association without prior by both the Board of Directors and the Homeowners Association.

Section 3. Checks, Drafts, etc. All checks, drafts, electronic payments or other orders for monetary payment issued in the name of the Association shall require the signature or authorization of the Treasurer, President, or Vice President. The Treasurer shall distribute electronic or paper copies of the monthly statements to all Board members for review.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depository as the Board of Directors may select.

#### ARTICLE VI WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any lot owner or Director of the Association under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the laws of Indiana, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

#### ARTICLE VII INDEMNIFICATION

The Association shall indemnify any person who is or was a director or officer against expenses reasonably incurred by such person, including without limitation, attorneys' fees and disbursements, amounts paid in settlement, judgments, fines, penalties and court cost, in the defense (through final disposition) of any actual or threatened claim, action, suit or proceeding of civil, criminal or administrative nature; provided, that such person (a) is wholly successful with respect thereto, or (b) has been found in legal opinion of independent counsel or by majority of Directors of the Association not involved in the claim, action suit or proceeding for which indemnity is sought to have acted in good faith in what such person reasonably believed to in, or not opposed to, the best interests of the Association or other entity he or she was serving, and in the case of criminal matters, had no reasonable cause to believe that his or her conduct was unlawful; and provided further, that no such person shall be so indemnified in relation to matters as to which he or she shall be adjudged in any such claim, action, suit or proceeding to be liable for reckless disregard or willful misconduct in the performance of duty. The termination of any claim, action suit or proceeding by a judgment, settlement (whether with or without court approval), consent decree or conviction or upon a plea of guilty or of NOLO CONTENDERE, or its equivalent, shall not create a presumption that such person did not meet the standard of conduct set forth in this paragraph. The indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law and shall inure to the benefit of the heirs, executors and administrators of any such person.

The Association may advance expenses to or, where appropriate, assume the defense of any such person at the Association's expense upon receipt of an undertaking, in form and substance approved by the Board of Directors, by or on behalf of such person to repay such expenses if it is ultimately determined that he or she is not entitled to indemnification hereunder.

The Association shall purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the association, whether or not the Association would have power to indemnify such person against such liability under the provisions of the Act, these Amended Articles or otherwise.

#### ARTICLE VIII AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by the Board of Directors. The proposed amendments shall be submitted in writing at a regularly scheduled Board meeting where a quorum is present. The Secretary shall notify the Board by U. S. Mail fifteen (15) days prior to the vote on the proposed amendments. The amendments must have a two-thirds majority vote when all Directors are present. The amended By-Laws shall be sent by U. S. Mail to each homeowner at the address of record.

The dues shall only be changed when the Board of Directors of the Homeowners Association in a regularly scheduled meeting with a quorum present (see below) shall approve a motion defining the proposed change or changes. The Board of Directors will then submit the proposed changes to the Association by U. S. Mail at least thirty (30) days in advance of the Annual Meeting or a Special Meeting and shall set forth the purpose, the place and time of the meeting. The change or changes shall become effective when two-thirds (2/3) of the voting members voting in person or by proxy have approved the change or changes. The authority for the assessment of annual dues and its uses are defined in Paragraph 21, 21(a), 21(b), 21(c), 21(d) and 21(e) of the WILLIAMSBURG IN THE WOODS DECLARATION OF RESTRICTIVE COVENANTS which are enumerated in the first paragraph of ARTICLE II of these BY-LAWS.

#### ARTICLE IX AUDITING

The President shall appoint an Auditing Committee of two (2) sitting Directors, who are not office holders, to audit the Association's books and finances. The Audit Committee is to be appointed whenever there is a change in Treasurers, and prior to the annual meeting. The Audit Committee is to complete their audit and present their report at the annual meeting.

#### ARTICLE X RULES OF ORDER

Robert's Rules of Order shall govern the meetings and business of the Association.

#### ARTICLE XI SUPERSESION

These By-Laws supersede any and all By-Laws in effect heretofore, and annul and supersede any and all resolutions inconsistent herewith.

Amended and approved by the Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Kyle Thompson, President

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Bo Hood, Vice President

Kyle Thompson, President  
Bo Hood, Vice President  
Barb Stader, Treasurer  
Brianna Houghland, Secretary  
Craig Johnson  
Kurt Kunkle  
Larry Conrad  
Scott Lawrance  
Terry Aders