

CODE OF BYLAWS  
OF  
**WESTON RIDGE PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE I IDENTIFICATION

Section 1 - Name. The name of the Corporation is **WESTON RIDGE PROPERTY OWNERS ASSOCIATION, INC.** (hereinafter referred to as "the Corporation").

Section 2 - Principal Office and Resident Agent. The post office address of the principal office of the Corporation is Post Office Box 582, St. John, Indiana 46373, and the name and post office address of its Resident Agent is Randy H. Wyllie, Atty., 429 West Lincoln Highway, Schererville, Indiana 46375. *(Amended July 2012)*

Section 3 - Seal. The seal of the Corporation shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "**WESTON RIDGE PROPERTY OWNERS ASSOCIATION, INC.**" and about the lower periphery thereof the word "INDIANA". In the center of the seal shall appear the words "CORPORATE SEAL". The seal may be altered by the Board of Directors at its pleasure and may be used by causing it or a facsimile thereof to be impressed, affixed, printed or otherwise reproduced.

Section 4 - Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

ARTICLE II SHAREHOLDERS

Section 1 - Classes. The classes of Members are as follows:

(A) Class "A" Members. Every Owner, or Parcel Owner as defined in the Declaration of Covenants, Conditions and Restrictions for Weston Ridge Owners Association, Inc. recorded September 11, 2003 as Document No. 2003 095591 in the Office of the Recorder, Lake County, Indiana. (the "Declaration") except Declarant or Developer, as defined in the Declaration, shall be a Class "A" Member of the Corporation.

(B) Class "B" Members. The Class "B" Member shall be the Developer as defined in the Declaration and the Developer shall be entitled to three hundred sixteen (316) votes. The Class B Membership shall cease and terminate upon the first to occur of (1) the date upon which the written resignation of the Class B Member as such is delivered to the Resident Agent of the Corporation, provided however if Declarant, at such time still owns lots, such membership shall be converted to a Class A Membership; (2) four months after the date Declarant no longer owns at least ten percent (10%) of the lots in units 1 through 7, inclusive of Weston Ridge; or (3) December 31, 2012 (the applicable date of the above being herein referred to as the "Applicable Date").

Section 2 - Rights, Preferences, Limitations and Restrictions of Classes. All Members of each Class shall have the same right, privileges, duties, liabilities, limitations and restrictions as the other Members of such Class. All Members shall abide by the Articles of Incorporation, the Code of Bylaws, the rules and regulations adopted by the Board of Directors and all covenants, restrictions and other provisions contained in the Declaration.

Section 3 - Membership Certificate. Each Member of the Corporation shall be entitled to a membership certificate signed by the President and attested by the Secretary stating that he is a member of the Corporation and designating the class of membership and containing such other information as may be required by law. The form of membership certificate shall be prescribed by resolution of the Board of Directors. Membership certificates shall not be transferable except as herein provided.

Section 4 - Termination of Membership. Class "A" membership shall terminate when such person ceases to be an Owner and such membership shall be transferred to the new Owner. Class "B" membership shall cease at the Applicable Date or be converted to a Class "A" membership if at the Applicable Date Declarant still owns a Lot.

Section 5 - Place of Meeting. Meetings of Shareholders of the Corporation shall be held at such place within or without the State of Indiana, as may be determined by the President or Board of Directors and specified in the notices or waivers of notice thereof or proxies to represent Shareholder at such meetings.

Section 6 - Annual Meetings. The annual meetings of Shareholders shall be held during the fourth calendar quarter (October through December) of each year, on a date and time to be determined by the Board of Directors after considering any variables pertinent to holding the annual meeting. *(Amended October 2009)*

Section 7 - Special Meetings. Special meetings of Shareholders may be called by the President, the Board of Directors, or the holders of not less than one-fourth of all the shares outstanding and entitled to vote at the meeting. At any special meeting of the Shareholders, no business other than that for which the meeting is called shall be transacted.

Section 8 - Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or mailed by the Secretary to each Shareholder of record of the Corporation entitled to vote at the meeting, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting. Notice of any Shareholders' meeting may be waived in writing by any Shareholder if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 9 - Voting Rights. Class "A" Members shall be entitled to one (1) vote for each unit owned on any matter submitted to a vote of the Members, provided however, each Lot represented shall have only one (1) vote as the Owners or Class "A" Members owning such Lot determine in accordance with Section 10 of these Bylaws. The Class "B" Member shall be entitled to thirty-five (35) votes on any matter submitted to a vote of the Members.

Section 10 - Multiple Owners. A Lot owned by more than one person may have only one (1) voting representative entitled to cast the vote allocable to such Lot. At the time of acquisition of title to a Lot by a multiple owner, trust, or a partnership making such owners Class "A" Members, those persons constituting such owners, trustees, or the partners shall file with the Secretary of the Corporation an irrevocable proxy appointing one of such persons or partners as the voting representative for such Lot, which shall remain in effect until such appointed representative relinquishes such appointment in writing, becomes incompetent, dies, or such appointment is otherwise rescinded by order of a court of competent jurisdiction. Such appointed voting representative may grant a proxy to another to vote in his place at a particular meeting, or meetings, pursuant to Section 12(b) of these Bylaws, which shall constitute a permanent relinquishment of his rights to act as voting representative of the Lot.

Section 11 - Voting by Corporation or Trust. Where a corporation or a trust is the Owner or is otherwise entitled to vote the trustee may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly entitled by the Board of Directors of such corporation shall cast the vote to which the corporation is entitled.

Section 12 - Voting at Meetings.

(a) Voting Rights. Every Member of the Corporation shall have the right at all meetings of the Shareholders of the Corporation to one (1) vote for each share standing in his or her name on the books of the Corporation.

(b) Proxies. A Member is entitled to vote either in person or by proxy, executed in writing by such Member or by his or her duly authorized attorney-in-fact and delivered to the Secretary of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein.

(c) Quorum and Adjournments. At all meetings of shareholders, ten percent (10%) of the issued and outstanding shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum. Any meeting of Members, including both annual and special meetings any adjournments thereof may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present. A majority of those shareholders attending any meeting of the shareholders shall be sufficient to take action on any motion or resolution. *(Amended October 5, 2009)*

Section 13 - List of Members. At least five (5) days before each meeting of Shareholders the Secretary shall prepare or cause to be prepared a complete list of the Members of the Corporation entitled to vote at such meeting arranged in alphabetical order with the address and number of shares entitled to vote held by each. Such list shall be on file in the principal office of the Corporation and shall be subject to inspection by any record Member. The original or duplicate stock register or transfer book shall be the only evidence as to the persons who are entitled as Members to examine such lists, the stock ledger or transfer book or to vote at such meeting.

Section 14 - Action by Written Consent. Any action required or permitted to be taken at any meeting of the Shareholders may be taken without a meeting, if prior to such action, a written consent thereto setting forth the action so taken, is signed by all the Members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the Members. Such consent shall have the same effect as a unanimous vote of the Members.

### ARTICLE III DIRECTORS

Section 1 - Number and Term of Office. The Board of Directors shall consist of five (5) members. Two (2) of the Directors shall be elected by the Shareholders at the annual meeting in odd-numbered years and three (3) of the Directors shall be elected by the shareholders at the annual meeting in even-numbered years. Each Director shall serve a term of two years or until their successors have been duly elected and qualified. *(Amended October 5, 2009)*

Section 2 - Vacancies. Vacancies occurring in the membership of the Board of Directors cause by resignation, death or other incapacity, or increase in the number of Directors shall be filled by a majority vote of the remaining members of the Board, and each Director so elected shall serve until the next meeting of the Shareholders, or until his successor shall have been duly elected and qualified. Notice specifying any increase in the number of Directors and the name, address and principal occupation of and other pertinent information about any Director elected to fill any vacancy shall be given in the next mailing sent to the Shareholders after such increase or election.

Section 3 - Annual Meeting. The Board of Directors shall meet annually, without notice, immediately following and at the same place as the annual meeting of the Shareholders.

Section 4 - Regular Meetings. Regular meetings shall be held at such times and places, either within or without the State of Indiana as may be determined by the President or Board of Directors.

Section 5 - Special Meetings. Special meetings of the Board of Directors may be called by the President or by two (2) or more members of the Board of Directors, at any place within or without the State of Indiana, upon twenty-four (24) hours' notice, specifying the time, place and general purposes of the meeting, given to each Director personally, by telephone telegraph cable or wireless; or notice may be given by mail if mailed at least three (3) days before such meeting.

Section 6 - Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting.

Section 7 - Quorum. A majority of the entire Board of Directors then qualified and acting shall constitute a quorum and be sufficient for the transaction of any business, except for filling of vacancies in the Board of Directors which shall require action by a majority of the remaining Directors present. Any act of the majority of the Directors present at a meeting which a quorum shall be present, shall be the act of the Board unless otherwise provided for by law or by these By laws. A majority of the Directors present may adjourn any meeting from time to time. Notice of an adjourned meeting need not be given other than by announcement at the time of adjournment.

Section 8 - Committees. The Board of Directors may by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time designate two (2) or more of its number to constitute an Executive Committee, or such other Committees as it may determine, which Committees shall have the powers and authority and shall perform the duties specified in the resolution. The designation of such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by the Indiana General Corporation Act.

Section 9 - Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee thereof may be taken without a meeting, if prior to such action, a written consent thereto is signed by all the members of the Board or of such Committee, as the case may be and such written consent is filed with the minutes of the proceedings of the Board or Committee.

#### ARTICLE IV OFFICERS

Section 1 - Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and assistants and agents as may be deemed necessary by the Board of Directors each of whom shall be elected by the Board of Directors at its annual meeting. Each Officer shall serve at the pleasure of the Board of Directors for such compensation as may be fixed by such Board. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers need not be Directors of the Corporation.

Section 2 - Election and Terms. Each Officer shall be elected by the Board of Directors at the annual meeting thereof and shall hold office until the next annual meeting of the Board or until his successor shall have been elected and qualified or until his death, resignation or removal. Any Officer may be removed at any time, with or without cause, by vote or a majority of the whole Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed; provided, however, that election of an Officer shall not of itself create contract rights.

Section 3 - Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the Officer so elected shall hold office until his successor is chosen and qualified.

Section 4 - The President. The President shall have active executive management of the operations of the Corporation subject however, to the control of the Board of Directors. He shall preside at all meetings of Shareholders and Directors, discharge all the duties that revolve upon a presiding Officer, and perform such other duties as the Bylaws provide or the Board of Directors may prescribe. The President shall have full authority to execute powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation.

Section 5 - The Secretary. The Secretary shall attend all of the meetings of the Shareholders and of the Board of Directors, and shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings he shall be custodian of the records and the seal of the Corporation and see that the seal is affixed to all documents the execution of which, on behalf of the

Corporation under its seal, is duly authorized. He shall attend to the giving of all notices and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

Section 6 - The Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He shall be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the Corporation. He shall furnish at meetings of the Board of Directors, or whenever requested a statement of the financial condition of the Corporation and shall perform such other duties as the Bylaws may provide or the Board of Directors may prescribe.

## ARTICLE V SHARES

Section 1 - Certificates. Certificates for shares of the Corporation shall be in such form as shall be approved by the Board. They shall exhibit the holder's name and number of shares, shall bear the corporate seal or a facsimile thereof and shall be signed by the President or the Treasurer.

Section 2 - Lost, Destroyed and Mutilated Certificates. The holder of any of the shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor, and the Board may, in its discretion, cause to be issued to him a new certificate or certificates of shares upon the surrender of the mutilated certificate or in case of loss or destruction, upon satisfactory proof of such loss or destruction. The Board may, in its discretion, require the owner of the lost or destroyed certificate or his legal representative to give the Corporation a bond in such sum and in such form, and with such surety or sureties as it may direct, to indemnify the Corporation, its transfer agents and registrars, if any, against any claim that may be made against them or any of them with respect to the certificate or certificates alleged to have been lost or destroyed, but the Board may, in its discretion, refuse to issue a new certificate or new certificates, save upon the order of a court having jurisdiction in such matter.

## ARTICLE VI CORPORATE BOOKS

Section 1 - Place of Keeping, in General. Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Corporation or by these Bylaws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time determine by resolution.

Section 2 - Share Register or Transfer Book. The original or duplicate share register or transfer book, or in case a share register or transfer agent shall be employed by the Corporation either within or without the State of Indiana, a complete and accurate Shareholder's list, alphabetically arranged, giving the names and addresses of all Shareholders, and the number and classes of shares held by each, shall be kept at the principal office of the Corporation in the State of Indiana.

## ARTICLE VII EXECUTION OF INSTRUMENTS

Section 1 – Checks, Drafts, Etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes or other evidences of indebtedness of the Corporation shall be signed or endorsed by such Officer or Officers, employee or employees of the Corporation as shall from time to time be designated by the Board.

Section 2 - Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board or required by law, by the President and attested by the Secretary or the Treasurer.

## ARTICLE VIII AMENDMENT

These Bylaws may be altered, amended or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of said meeting shall have stated that the Bylaws are to be amended, altered or repealed or if all Directors at the time are present at said meeting.

## ARTICLE IX THE INDIANA NONPROFIT CORPORATION ACT

The provisions of the Indiana Nonprofit Corporation Act, as amended, applicable to any of the matters not herein specifically covered by these Bylaws, are hereby incorporated by reference in and made a part of these Bylaws.

## ARTICLE X FINES & HEARINGS

**Section 1 - Fines for Violations of Covenants and/or Regulations.** Violations may result in the imposition of the fines outlined herein. Any expenses incurred by the POA Corporation resulting from a homeowner violation shall be the sole responsibility of the homeowner, including, but not limited to, reasonable attorney's fees, costs and litigation expenses.

A. Fine schedule per violation:

- i. **First violation** Written notice delivered by first class mail. This notice is considered a warning. Homeowner has fourteen (14) days from the date of the letter/postmark to comply or respond to the POA Corporation. If no other notices are received within the next twelve (12) months, the notice is removed from record.
- ii. If fourteen (14) days have passed since First Notice and the violation persists or written notice to remove the violation has not been submitted to the POA Corporation, a Second Notice will be sent. Second Notice will result in a **\$50.00 fine**.
- iii. If ten (10) days have passed since the date of the Second Notice and the violation persists or written notice to remove the violation has not been submitted to the POA Corporation, a Third Notice will be sent via certified mail. The Third Notice will carry a **\$100.00 fine**.
- iv. In the event of any ongoing and continuous violation, the Board reserves the right to levy a fine each day the violation continues. The daily fine shall not exceed **\$25.00 per calendar day**.
- v. If violation fee(s) begin to accumulate against a single property owner and/or a property owner is deemed a repeat offender by the Board, the Board may seek any and all legal remedies to bring the homeowner into compliance.

**Section 2 - Board Hearings**

- a The Board of Directors shall appoint a hearing review committee of three (3) people consisting of at least one Board member and two or less property owners.
- b Any homeowner charged with a violation may challenge the notice of violation and submit a written request for a hearing before a hearing review committee that will report to the Board. The homeowner shall have ten (10) days from receipt of the First Notice of violation to request a hearing. Failure to request a hearing in a timely manner shall constitute a waiver of such right.
- c Any failure by the homeowner to appear at a requested hearing will result in a default ruling against the homeowner.
- d The Board shall notify the homeowner of its decision via U.S. Mail or personal delivery. Upon finding the homeowner in violation, the homeowner shall remedy the violation(s) and pay all fines assessed within thirty (30) days of the notification. Failure to remedy the violation and make full payment within the thirty (30) day period shall subject the homeowner to all legal and equitable remedies available under the laws of the State of Indiana.
- e The Board reserves its right to pursue any and all legal and equitable remedies to compel enforcement.
- f Any violation that implicates the Town of St. John subdivision control ordinance may also be referred to the Town of St. John for enforcement as well.