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Eric Schmitz
Monroe County Recorder IN
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Cross Reference: **Instrument No. 1999018297**
 Instrument No. 1999021836

**AMENDED AND RESTATED BY-LAWS OF
HIGHLANDS SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.**

COMES NOW Highlands Subdivision Homeowners Association, Inc. (hereafter, the
“Association”), by its Board of Directors, and states as follows:

WITNESSETH THAT:

WHEREAS, the residential community in Monroe County, Indiana commonly known as
Highlands Subdivision was established upon the recording of certain Plats with the Office of the
Recorder of Monroe County, Indiana; and

WHEREAS, the Plats for Highlands Subdivision were originally subject to a certain
“Declaration of Covenants, Conditions and Restrictions of The Highlands Subdivision,” which
was recorded on September 8, 1999, as **Instrument No. 1999018297** in the Office of the
Recorder of Monroe County, Indiana; as subsequently amended and replaced by the “Restated
Declaration of Covenants and Restrictions of Highlands Subdivision,” which was recorded on
October 28, 1999 as **Instrument No. 1999021836** in the Office of the Recorder of Monroe
County, Indiana (hereafter, interchangeably referred to as the “Declaration” or “Restated
Declaration”); and

WHEREAS, the Association was incorporated pursuant to the above-referenced
Declaration as a nonprofit corporation upon the filing of Articles of Incorporation filed with, and
approved by, the Indiana Secretary of State; and

WHEREAS, pursuant to Indiana Code §23-17-3-8(a), the Association's Board of Directors previously adopted "Bylaws of Highlands Subdivision Homeowners Association, Inc. (hereafter, the "By-Laws"); and

WHEREAS, Article X, Section 1 of the By-Laws permits the Board to amend the By-Laws, in whole or in part, at any time; and

WHEREFORE, the following Amended and Restated By-Laws of Highlands Subdivision Homeowners Association, Inc. was hereby approved and adopted by the Board of Directors of the Association at a duly called and conducted meeting of the Board of Directors on April 9, 2019, and is effective as of the date of adoption. The following By-Laws shall supersede and replace all former By-Laws of the Association.

ARTICLE I
General

Section 1.1. The name of the corporation is HIGHLANDS SUBDIVISION HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II
Definitions and Application

All of the terms as defined and used in the Restated Declaration, as may be amended from time to time, shall have the same meanings in the By-Laws and reference is specifically made to Article I of the Restated Declaration, as may be amended, containing definitions of terms.

All of the Owners, future Owners, tenants, future tenants, their guests and invitees, or any other person who might now or hereafter use or occupy a Lot or any part of the Common Areas shall be subject to the rules, restrictions, terms, and conditions set forth in the Restated Declaration, the Articles of Incorporation, these By-Laws, the Indiana Homeowners Association Act at Indiana Code §32-25.5 et seq. (the "HOA Act"), and the Indiana Nonprofit Corporations Act of 1991 at Indiana Code §23-17 et seq. (the "Nonprofit Act"), all as the same may be amended from time to time, and to any rules and regulations adopted by the Board of Directors as herein provided. The Restated Declaration is incorporated herein by reference. All of the covenants, rights, restrictions, and liabilities contained in the Restated Declaration shall apply to and govern the interpretation of the Articles of Incorporation and these By-Laws.

ARTICLE III
Meetings of Association

Section 3.1. Purpose of Meetings. At least annually, and at such other times as may be necessary or appropriate, a meeting of the Members shall be held for the purpose of electing the Board of Directors, receiving the annual budget, and for such other purposes as may be required by the Declaration, these By-Laws, the Articles, or the Nonprofit Act, as may be amended.

Section 3.2. Annual Meeting. The annual meeting for the Members of the Association shall be held in the month of October or November of each year, with the specific date, time and place to be determined by the Board of Directors. At each annual meeting, the Members shall elect the Board of Directors of the Association in accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting.

Section 3.3. Special Meetings. A special meeting of the Members of the Association may be called by resolution of the Board of Directors or upon a written petition of the Owners of not less than ten percent (10%) of the total number of Lots. The resolution or petition shall be presented to the President or Secretary of the Association and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 3.4. Notice and Place of Meetings. All meetings of the Members of the Association shall be held at any suitable place in Monroe County, Indiana, as may be designated by the Board of Directors. Written notice stating the date, time, and place of any meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary of the Association or the Managing Agent to each Member entitled to vote thereat not less than fourteen (14) days prior to the date of such meeting. Any written notice delivered to the Members as part of a newsletter or other publication regularly sent to the Members constitutes a written notice. If at any meeting an amendment to the Declaration, the Articles of Incorporation, or these By-Laws is to be considered, the notice of such meeting shall describe the nature of such proposed amendment. All notices shall be mailed by first-class U.S. Mail, postage prepaid, or delivered to the Members at their respective addresses as the same shall appear upon the records of the Association. If an annual or special meeting of Members is adjourned to a different date, time or place, written notice is not required to be given of the new date, time or place so long as the new date, time and place is announced at the meeting pursuant to the Nonprofit Act before adjournment.

In lieu of written notices from the Association sent pursuant to the above paragraph, an Owner may elect to receive notices from the Association by email. Any Owner choosing email shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Owner shall have the right at any time to withdraw his or

her election to receive notice by email, and shall thereafter be sent notices by the Association pursuant to the above paragraph.

Section 3.5. Voting.

(a) Number of Votes. Each Member shall be entitled to cast one (1) vote for each Lot of which such Member is the Owner. In voting for Directors, each Owner (or his or her representative) shall be entitled to cast one (1) vote for each directorship being filled at that meeting, and the candidate(s) receiving the highest number of votes shall fill the available directorship(s); provided that no Owner shall be allowed to accumulate his or her votes. To the extent provided in the Nonprofit Act, and except as otherwise provided in the Declaration, the Articles of Incorporation or these By-Laws, plurality voting shall be permitted such that at a meeting, if a quorum exists, action on a matter is approved if the votes cast in favor of the action exceed the votes opposing the action.

(b) Multiple Owners. When more than one (1) person or entity constitutes the Owner of a particular Lot, all such persons or entities shall be Members of the Association, but all of such persons or entities shall have only one (1) vote for such Lot, which vote shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

(c) Voting by Corporation or Trust. Where a corporation or trust is an Owner or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the board of directors of such corporation shall cast the vote to which the corporation is entitled. The secretary of such corporation or a trustee of such trust so entitled to vote shall deliver or cause to be delivered prior to the commencement of the meeting a certificate signed by such person to the Secretary of the Association stating who is authorized to vote on behalf of said corporation or trust.

(d) Proxy. An Owner may vote either in person or by his or her duly authorized and designated attorney-in-fact. Where voting is by proxy, the Owner shall duly designate his attorney-in-fact in writing, delivered to the Secretary of the Association prior to the commencement of the meeting. No such proxy shall remain valid for longer than 180 days from the date of its execution.

(e) Quorum. Except where otherwise expressly provided in the Declaration, the Nonprofit Act, or the HOA Act, the presence of Owners or their duly authorized representatives owning at least thirty-five percent (35%) of the total number of Lots shall constitute a quorum at all meetings. The Owners at a meeting at which a quorum is initially present may continue to do business until

adjournment, notwithstanding the withdrawal of enough Owners to leave less than a quorum. As used elsewhere in these By-Laws, the term "Majority of Owners" shall mean, unless otherwise expressly indicated, more than fifty percent (50%) of the total number of Lots, and the term "Majority of the Vote" shall mean a majority of the votes of the Owners present or represented at a meeting at which a quorum is present.

(f) Suspension of Voting Rights. No Member shown on the books or management accounts of the Association to be more than ninety (90) days delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy, or to be elected to, or to serve on, the Board of Directors.

(g) Manner of Voting and Meeting Participation. Voting and meeting participation may be held or performed in any manner set forth in the Declaration or these By-Laws as well as any manner that is not prohibited by the Nonprofit Act or the HOA Act, or deemed acceptable by the Courts as a practical way to collect votes and allow Members to participate in Association actions. The Board of Directors shall have discretion to provide for such procedures and to set the terms of use.

Specifically, the Board of Directors shall have the power to authorize voting by the Members through a secure, internet-based online voting system ("electronic voting"). The Board of Directors can adopt rules and regulations concerning the use of acceptable, verifiable means of technology, including electronic means for Lot Owner notice, voting, signatures, consents and approvals. A verifiable electronic signature satisfies any requirements for signatures on documents. If an Owner either does not have the capability or desire to conduct business electronically, the Association shall make reasonable accommodation, at its expense, for the person to conduct business without the use of electronic or other similar means.

Section 3.6. Conduct of Annual Meeting. The Chairman of the annual meeting shall be the President of the Association. The President shall call the meeting to order at the duly designated time, and business will be conducted in the following order:

(1) Reading of Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any regular or special meeting of the Members held subsequent thereto, unless such reading is waived by a Majority of the Vote as defined in Section 3.5(e) hereof.

(2) Officer's Reports. Officers of the Board may report to the members on relevant topics. The Treasurer shall report to the Members concerning the financial condition of the Association and answer relevant questions of the

Members concerning the Common Expenses and financial report for the prior year and the proposed budget for the next fiscal year.

(3) Budget. The proposed budget for the following calendar year shall be presented to the Members and reviewed.

(4) Election of Board of Directors. Nominations for the Board of Directors may be made by a Member from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Association at least ten (10) days prior to the annual meeting. Nominations for the Board of Directors will also be accepted from the Members attending the annual meeting. Voting for the Board of Directors will be by paper ballot. The ballot shall contain the name of each person nominated to serve as a Board member. Each Member may cast the total number of votes to which he or she is entitled for as many nominees as are to be elected; however, no Member shall be entitled to accumulate his or her votes. Those persons receiving the highest number of votes shall be elected.

(5) Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the Association at least ten (10) days prior to the date of the meeting; provided, however, that such written request may be waived at the meeting if agreed by a Majority of the Vote as defined in Section 3.5(e) hereof.

(6) Committee Reports. Reports of committees designated to supervise and advise on the respective segments of maintenance and operations prescribed in the Declaration or assigned by the Board of Directors may be presented.

(7) Adjournment. Upon completion of all business before the Association, the President, upon the motion of any Member, may adjourn the meeting.

Section 3.7. Conduct of Special Meeting. The President of the Association shall act as Chairman of any special meetings of the Association. The Chairman shall call the meeting to order at the duly designated time and the only business to be considered at such meeting shall be in consideration of the matters for which such meeting was called, as set forth in the notice of such special meeting.

Section 3.8. Written Ballots. In lieu of any annual or special meeting of the Members, written ballots may be utilized in the manner prescribed in the Nonprofit Act or the HOA Act.

ARTICLE IV
Board of Directors

Section 4.1. Number and Qualification. The affairs of the Association shall be governed by a Board of Directors composed of no less than three (3) Owners.

Section 4.2. Additional Qualifications. Where an Owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner of partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity, shall be eligible to serve on the Board of Directors of the Association, except that no Lot may be represented on the Board of Directors by more than one person at a time.

Section 4.3. Terms of Office Generally. Such Directors shall hold office for a one (1) year term, or until their successors are elected, or until they are removed or resign. Terms will begin January 1st and end December 31st of the year following their election.

Section 4.4. Duties. The Board of Directors shall have the following duties:

- A. To 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 members holding ten percent (10%) of the total votes of the membership entitled to vote;
- B. To supervise all officers, agents and employees of the Association;
- C. To assess and collect from the Owners of the Owners' pro-rata share of the Common Expenses;
- D. To fix the amount of any special assessment against each member for each Lot owned, all in accordance with the terms of the Declaration and these By-Laws;
- E. To procure and maintain the insurance coverages required by the Declaration and such other insurance coverages as the Board of Directors, in its sole discretion, deems necessary or advisable;
- F. To cause all officers or persons having fiscal responsibilities to be bonded, as it may deem appropriate, and at least as required by the Declaration; and,

- G. To cause all the Common Areas and all easements hereunder, including but not limited to, Landscape Easements, Drainage Easements, and Utility Easements, to be maintained to the extent of the Association's responsibilities therefore as provided in the Declaration.
- H. To enforce compliance with the Declaration, these By-Laws, and rules and regulations, at the Board's discretion, including the right to pursue all appropriate and available legal and equitable remedies as necessary to compel compliance.

Section 4.5. Vacancies. Any vacancy on the Board of Directors shall be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a director for the unexpired term of his predecessor, or until his successor is elected.

Section 4.6. Compensation. No Director shall receive compensation for any service he may render to the Association as such director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, and any Director may be paid and compensated for services to the Association in a capacity other than as a director.

Section 4.7. Removal of Directors. Any Director may be removed with or without cause by a vote of the members of the Association at a special meeting called for the purpose of removing one or more Directors.

Section 4.8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such regular intervals, at such place and hour as may be determined from time to time by resolution of the Board of Directors. Should said meeting fall upon a legal holiday or another date that presents a conflict, then the Board will select an alternate date and provide the proper notice. As and to the extent required by Indiana law, meetings of the Board of Directors shall be open to attendance by the homeowner members of the Association. The Board may meet in private "executive sessions" to discuss owner delinquencies, contract negotiations (i.e. bids), pending and current litigation with legal counsel, and legally confidential employment matters. The Board may adopt rules, regulations and procedures regarding administration of such meetings, including but not limited to regulations as to scheduling, agendas, and other administrative issues consistent with Indiana law.

Section 4.9. Special Meetings. Special meetings of the Board of Directors may be called by agreement of any two Directors on three (3) days' notice to each Director, given personally, by mail, telephone, or e-mail, which notice shall state the time, place and purpose of the meeting.

Section 4.10. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be deemed a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

Section 4.11. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors except as otherwise provided in or required by the Restated Declaration, Articles of Incorporation, these By-Laws or statute. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 4.12. Action taken Without Notice. 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 Officers and Their Duties

Section 5.1. Enumeration of Offices. The officers of the Association shall be a President, Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors, and such other officers as the Board of Directors may from time to time by resolution create.

Section 5.2. 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 of the Association.

Section 5.3. Term. The officers of the Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year or until his successor is elected and qualified unless he shall sooner resign, be removed or otherwise disqualified to serve.

Section 5.4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period,

have authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The office appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 5.7. 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 5.8. Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all meetings of the Board of Directors. He shall see that orders and resolutions of the Board are carried out. The President shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock corporation organized under the laws of the state of Indiana.
- B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board of Directors or as are delegated to him by the President.
- C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; serve notice of meetings of the Board of Directors 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 of Directors.
- D. Treasurer. 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; and shall prepare an annual budget and a statement of

income and expenditures to be present to the membership at its regular annual meeting, and deliver a copy of each to the members. The duties of the Treasurer may be delegated to a Managing Agent if one is then serving to the extent authorized by the Board.

ARTICLE VI Committees

The Board of Directors shall appoint the committees provided for in the Declaration. In addition, the Board of Directors or the President may appoint various other committees to carry out the purposes of the Association at the discretion of and with the approval of the Board of Directors. Members of such committees may, but need not, be members of the Board of Directors.

ARTICLE VII Books of Account and Records

Section 7.1. Books of Account. The Association shall keep detailed books of account showing expenditures and receipt of administration which shall specify the maintenance and repair expenses of the Common Areas and all easements including, but not limited to, the Landscape Easement, Drainage Easement and Utility Easement Areas and any other expenses incurred by or on behalf of the Association and the members. Such accounts, books, records, financial statements, and other papers of the Association shall be open for inspection by the members and other persons having an interest in any Lot, including the Owner, any lender, and any holds insurer or guarantor of the first mortgage on any Lot, during reasonable business hours or under other reasonable circumstances and shall be audited annually by qualified auditors. The cost of such audits shall be a Common Expense. Any holder, insurer or guarantor of the first mortgage on a Lot shall be entitled upon written request to receive an audited financial statement for the immediately preceding fiscal year free of charge to the requesting party and within a reasonable time of such request. Current copies of the Declaration, the Articles of Incorporation, and the By-Laws of the Association, and other rules concerning the Property, shall be available for inspection by any Owner and lender, and to holders, insurers or guarantors of any first mortgage at the principal office of the Association during normal business hours or under other reasonable circumstances, where copies of the same and of audits may be purchased at reasonable costs.

Section 7.2. Records. Records of the Association, including all executed contracts, invoices, bills, receipts, and bank records as well as the meeting minutes of the Board of Directors or of the Members, including the annual meeting, are to be retained as an official record of the Association for a period of two (2) years. All records must be made available to a

Member for inspection upon the Member's request which may be submitted in person, in writing or by electronic mail. A written request must identify with reasonable detail the specific information being requested. The Association may charge a reasonable fee if the request includes physical copies of information.

The Association is not required to make available:

- A. Communications between the Association and the Association's legal counsel;
- B. Communications or attorney work product prepared in anticipation of litigation;
- C. Unexecuted contracts;
- D. Records regarding contract negotiations;
- E. Information regarding an individual Member's Association account to a person not named a party to the account or Lot;
- F. Any information that is prohibited from being released under state or federal law; and
- G. Any records that were created more than two (2) years before the date of the request.

ARTICLE VIII Contracts, Loan and Checks

Section 8.1. Authorization. The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By-Laws, no officer, agent or employee shall have any power to bind the Association or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 8.2. Checks. All checks, drafts, or other orders of payment of money by the Association shall be signed by the Treasurer and one other Board Member or such other person as the Board of Directors may from time to time designate by resolution. In addition, checks may be signed by the Managing Agent and one other Board Member.

ARTICLE IX
Miscellaneous

Section 9.1. Amendments. These By-Laws may be amended, at a regular or special meeting of the members of the Association, by a vote of a majority of a quorum of members present in person or by proxy. In addition, the Board of Directors shall have the right and power, without the consent of the Members, to make, alter, amend or repeal these By-Laws.

Section 9.2. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

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IN WITNESS WHEREOF, we, the undersigned, execute this Amended and Restated By-Laws and certify the truth of the facts herein stated, this 4th day of June, 2019.

Highlands Subdivision Homeowners Ass'n, Inc., by:

Kevin Campbell
Signature

Kevin Campbell
Kevin Campbell, President

ATTEST:

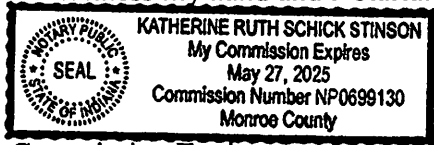
[Signature]
Signature

Cindi Livingston
Cindi Livingston, Secretary

STATE OF INDIANA)
)
COUNTY OF Monroe)

Before me a Notary Public in and for said County and State, personally appeared Kevin Campbell and Cindi Livingston, the President and Secretary, respectively, of Highlands Subdivision Homeowners Association, Inc., who acknowledged execution of the foregoing Amended & Restated By-Laws of Highlands Subdivision Homeowners Association, Inc., for and on behalf of said corporation and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal this 4th day of JUNE, 2019.



[Signature]
Notary Public - Signature

My Commission Expires:
May 27 2025

Residence County: Monroe

"I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security Number in this document, unless required by law." Gregory A. Chandler, Esq.

This instrument prepared by, and should be returned to, Gregory A. Chandler, Esq., EADS MURRAY & PUGH, P.C., Attorneys at Law, 9515 E. 59th St., Suite B, Indianapolis, IN 46216. Telephone (317) 536-2565.