



51 **WHEREAS**, pursuant to the authority granted to the Board of Directors by Article IX, Section 3,  
52 of the Articles of Incorporation, and Article VII, Section 1, of the Bylaws, the Board of Directors  
53 desires to make amendments to the current Bylaws;  
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57 **WHEREFORE**, the following Amendments to the Bylaws are hereby approved and adopted by a  
58 majority vote of the Board of Directors of the Waterwood at Eagle Creek Homeowners  
59 Association, Inc. These amendments do not conflict in any manner with any provision contained  
60 in the Declaration, and it is the intention of the Association that all current Bylaw provisions not  
61 effected by these amendments are deemed and desired to remain in full force and effect.  
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65 Article I, Section 2, is hereby amended to read as follows:  
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67 **ARTICLE I**  
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69 **Section 2. Mailing Address, Principle Office & Resident Agent.** The name and post  
70 office address of the registered office of the Corporation is: Waterwood at Eagle Creek  
71 Homeowners Association, Inc., P.O. Box 711, Fishers, IN 46038-0691 or as updated from time to  
72 time with the Indiana Secretary of State's Office. The current registered agent of the Corporation  
73 can be determined through the Indiana Secretary of State's office. Until the Board of Directors  
74 otherwise determines, the registered office of the Corporation shall be the registered place of  
75 business of the Corporation, but such registered office may be changed from time to time by the  
76 Board of Directors in the manner provided by law and need not be identical to the registered  
77 place of business of the Corporation.  
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81 Article III, Section 3, is hereby amended to read as follows:  
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83 **ARTICLE III**  
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85 **Section 3. Annual Meeting:** The annual meeting of the Members shall be held in the  
86 month of November of each year, or in any other month as determined by the Board, so long as  
87 the annual meeting is held within 15 months of the previous annual meeting. The specific date,  
88 time and place of the annual meeting are to be determined by the Board of Directors. At each  
89 annual meeting, the Members shall elect the Board of Directors of the Association in accordance  
90 with the provisions of these By-Laws and transact such other business as may properly come  
91 before the meeting.  
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94 Article III, Section 4, is hereby amended to read as follows:  
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96 **ARTICLE III**  
97

98 **Section 4. Special Meetings:** A Special Meeting of the Lot Owners may be called by  
99 the President, by request of two (2) Directors, or upon written request of not less than ten percent  
100 (10%) of the Lot Owners. The request shall be presented to the President or Secretary of the  
101 Association and shall state the purposes for which the meeting is to be called. Such purposes,

102 along with the date, time and location of the special meeting shall be stated in the notice of the  
103 meeting which is sent to the Lot Owners. No business shall be transacted at a Special Meeting  
104 except as stated in the notice of the meeting, unless all the Lot Owners are present.  
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107 Article III, Section 6(b), is hereby amended to read as follows:  
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109 **ARTICLE III**  
110

111 **Section 6.**  
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113 **b. Proxies:** A Member may vote either in person or by his duly authorized and  
114 designated proxy. Where a Member's vote is by proxy, the Member shall duly designate  
115 his proxy in writing and deliver it to the Secretary of the Corporation or any other officer  
116 or agent of the Association authorized to tabulate votes. The proxy is effective once it is  
117 received by the Association, but a proxy may be revoked in writing by the Member prior  
118 to being cast or by the Member in person at the meeting where the vote is to be taken. A  
119 proxy may be submitted along with a Ballot form via the U.S. Mail to the Association, so  
120 long as it contains the Members printed name, address or Lot number, and the Member's  
121 signature. A proxy is only valid for eleven (11) months from the date of its execution  
122 unless otherwise expressly set forth in the proxy.  
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125 Article III, Section 6(c), is hereby amended to read as follows:  
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127 **ARTICLE III**  
128

129 **Section 6.**  
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131 **c. Quorum and Adjournments:** At any meeting of the membership, unless  
132 otherwise set forth in the Declaration, the presence of Members, in person or by proxy,  
133 entitled to cast ten percent (10%) of the total number of valid and eligible Owner votes  
134 shall constitute a quorum. For purposes of this section, the term "eligible" means any  
135 Owner whose privileges are not suspended for any reason as set forth in Article III,  
136 Section 9, of these Bylaws. If a Member has had his voting rights suspended pursuant to  
137 these By-Laws, that vote is not considered a valid or eligible vote toward calculating  
138 quorum requirements (for example, if there are 212 total Owners in the subdivision, but  
139 29 have suspended voting privileges, then the 10% quorum requirement is based upon  
140 183 Owners for a quorum of 19, not 212 and a quorum of 22). After a Member's vote is  
141 represented, either in person or by proxy, for any purpose at a meeting, the vote will be  
142 considered present for quorum purposes for the remainder of the meeting and for any  
143 adjournment of that meeting. Except as otherwise provided in the Declaration, Articles  
144 or these Bylaws, each question or action shall be deemed passed if approved by a simple  
145 majority of the eligible votes cast by the Members present, in person or by proxy, at a  
146 meeting at which a quorum is present.

147 Any meeting of Members, including both annual and special meetings and any  
148 adjournments thereof, may be adjourned to a later date without notice other than  
149 announcement at the meeting even though less than a quorum is present. At any such  
150 adjourned meeting at which a quorum is present, in person or by proxy, any business may  
151 be transacted which might have been transacted at the meeting as originally notified or  
152 called.

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Article III, Section 8, is hereby amended to read as follows:

**ARTICLE III**

**Section 8. Action by Written Ballot.** Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if the Association delivers a written ballot to every Member entitled to vote on the matter. The written ballot must set forth each proposed action and provide an opportunity for the Member to vote for or against each proposed action. Approval by written ballot is only valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing such action, and the number of approvals equals or exceeds the number of votes required to approve the matter at a meeting. A solicitation, or request, for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, other than the election of directors, and specify the time by which a ballot must be received by the Association to be counted.

Article III, Section 9, is hereby added to these Bylaws and reads as follows:

**ARTICLE III**

**Section 9. Suspension of Voting Rights:** No Member shown on the books or management accounts of the Association to be more than thirty (30) 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 the Board of Directors. For purposes of this provision, the thirty (30) days period begins on the first day of the fiscal year or the due date as set by the Board of Directors pursuant to Article V, Section 5.7, of the Declaration, and “payment” shall mean payment of the full assessment amount due. Hence, if any Owner arranges payment of an assessment through a payment option offered by the Association, and that payment arrangement does not pay the entire assessment amount within thirty (30) days of the assessment becoming due, then that Owner’s Voting Rights shall be compromised as set forth under this provision until the entire assessment is paid in full. In addition, payment of delinquent accounts by any method other than cash at a meeting where a vote will be held does not cease any suspension under this provision until the funds from the payment are actually received by the Association.

Article IV, Section 1, is hereby amended to read as follows:

**ARTICLE IV**

**Section 1. Number, Term of Office, Qualifications & Election:**

a. The affairs of the Association shall be governed and managed by the Board of Directors (herein collectively called the “Board” or “Directors” and individually called “Director”). The Board of Directors shall be composed of three (3) persons, with the minimum number of Directors being three (3) and the maximum number of Directors being nine (9). The exact number of Directors may be increased or decreased by resolution of the Board of Directors.

203 b. No person shall be eligible to serve as a Director unless he or she is an Owner of a Lot  
204 in Waterwood at Eagle Creek. Any Lot Owner who is thirty (30) days or more in arrears in  
205 paying his annual or special assessments is not eligible to serve or continue to serve as a Director.  
206 Any Director who becomes delinquent on any annual or special assessment during a term of  
207 office shall automatically be disqualified from the Board and the vacancy shall be filled by the  
208 remaining Directors.

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210 c. The Board of Directors shall be elected at each annual meeting of the Association. At  
211 each annual meeting, Each Director shall be elected to a term of one (1) year or until his  
212 successor shall have been duly elected and qualified. There is no limit on the number of terms a  
213 Director may serve.

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215 d. Nominations for the Board of Directors may be made by any Owner from those  
216 persons eligible to serve. Such nominations may be made in writing and presented to the  
217 Secretary of the Association prior to the date of the Annual Meeting; or, if an insufficient number  
218 of written nominations are received prior to the annual meeting to fill all Board positions open for  
219 election at the annual meeting, then the presiding officer at the Annual Meeting may accept oral  
220 nominations from the floor prior to voting on any open Directorship position.

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222 e. Voting on each position for the Board of Directors shall be by paper ballot containing  
223 the signature, printed name and address of the Owner casting said ballot, unless written balloting  
224 is waived by proper motion and a majority approval of those Owners in attendance at the Annual  
225 Meeting and only in circumstances where the number of nominees do not exceed the number of  
226 open Board positions. Each Owner, or their proxy, may cast the total number of votes to which  
227 he is entitled to cast for as many nominees as are to be elected; however, under no circumstances  
228 shall cumulative voting be allowed. Those persons receiving the highest number of votes shall be  
229 elected. At any director election where the terms of those directors being elected are to be  
230 staggered, the highest vote recipient shall be elected to the longest term, the second highest vote  
231 recipient shall be elected to the second longest term, and so on until all director positions being  
232 elected are filled. If no quorum is present at the Annual Meeting, or if a sufficient number of  
233 Directors cannot be found to fill open Board of Director vacancies at the Annual Meeting,  
234 whether by slating, written petition or oral nomination, the Board of Directors has the authority to  
235 fill the vacancy/vacancies by appointment as set forth in Article IV, Section 2, of these Bylaws.

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240 Article IV, Section 2, is hereby amended to read as follows:

#### 241 242 ARTICLE IV

##### 243 244 Section 2. Vacancies and Removal:

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246 a. Vacancies. Any vacancy that shall occur in the Board of Directors due to the  
247 death, resignation, removal or otherwise shall be filled by a majority vote of  
248 the remaining Directors, unless that vacancy is caused by a Director being  
249 removed from the Board by a vote of the Membership, in which case a  
250 majority of the Members in attendance shall select at the same meeting a  
251 replacement to fill the remaining term of the removed Director. Any Director  
252 appointed to fill a vacancy on the Board shall serve the unexpired portion of  
253 the Board term of the Director whom the appointee is replacing.



304 and the offices of Secretary and Treasurer may be held by the same person. However, under no  
305 circumstance shall the offices of President and Secretary be held by the same person.

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309 Article V, Section 2, is hereby added to these Bylaws and reads as follows:

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311 **ARTICLE V**

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313 **Section 2. Election and Terms.** Each officer shall be elected by the Board of Directors  
314 at the annual meeting thereof and shall hold office until the next annual meeting of the Board or  
315 until his or her successor shall have been elected and qualified or until his or her death,  
316 resignation or removal.

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319 Article V, Section 3, is hereby added to these Bylaws and reads as follows:

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321 **ARTICLE V**

322  
323 **Section 3. Vacancies, Resignation and Removal.** Whenever any vacancy shall occur  
324 in any office by death, resignation, removal, increase in the number of officers of the  
325 Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so  
326 elected shall hold office until the next annual meeting of the Board or until his or her successor is  
327 duly elected or appointed.

328 Any officer may be removed from office, with or without cause, by a majority vote of the  
329 Board of Directors. Any officer may resign at any time by delivering written notice to the Board,  
330 the President or Secretary of the Corporation. A resignation is effective upon receipt, unless it is  
331 made effective upon a later date and the Corporation accepts that later effective date.

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335 Article VI, Section 1, is hereby amended to read as follows:

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337 **ARTICLE VI**

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339 **Section 1. Books and Records:** The Association shall keep detailed books of account  
340 showing all expenditures and receipt of administration which shall specify the maintenance and  
341 repair expenses of the Common Areas, all easements, and any other expenses incurred by or on  
342 behalf of the Association and the members. A general accounting of the corporation's income  
343 and expenses shall be prepared annually by an independent third party. The books and records of  
344 the Association, including current copies of the Declaration, the Articles of Incorporation, the  
345 Bylaws, Rules and Regulations adopted by the Association, financial documents and other  
346 corporate documents concerning the Association or its operation required to be kept and made  
347 available for inspection shall be available for inspection by any member or other properly  
348 designated party at the principal office of the Association during reasonable business hours or  
349 under other reasonable circumstances, where copies of the same may be purchased at reasonable  
350 cost. The Association reserves the right to require any member to request inspection of the  
351 accounts, books, records, financial statements, and other papers of the Association according to  
352 the requirements set forth under the Indiana Nonprofit Corporation Act of 1991, specifically  
353 Indiana Code 23-17-27 et seq., and any amendments or modification subsequently adopted  
354 thereto.

