

BYLAWS OF THE HISTORIC FAIRMONT ASSOCIATION, INC.

ARTICLE I: ESTABLISHMENT

SECTION 1 – NAME

The name of this corporation shall be “The Historic Fairmont Neighborhood Association” or “The Fairmont Neighborhood Association.” The original plat was recorded under “Fairmont Place.”

SECTION 2 – TERRITORY

This Association will include all properties within the defined areas. The borders defining the association are listed below. *[Map attached as Exhibit A]*

- i. **Northbound:** One lot south of Rudisill Boulevard.
- ii. **Eastbound:** All houses on the West of Fairfield, split right down the middle of the street.
- iii. **Southbound:** One lot deep on the Southside of Pasadena Drive from Tacoma Ave to the alley East. First three lots on both sides of South Wayne south of Pasadena Drive. First three lots on west side of Arlington Ave south of Pasadena Drive, then easterly across the property of St. John the Baptist Catholic Church
- iv. **Westbound:** All houses on the East of Tacoma Avenue, split down the middle of the street.

SECTION 3 – PURPOSE

The Historic Fairmont Neighborhood Association is a neighborhood-based organization dedicated to looking out for the overall health, welfare and safety of our neighborhood.

ARTICLE II: MEMBERSHIP

SECTION 1 – ELIGIBILITY

All persons who are owners of a lot or lots in Fairmont Association are members of the Association by virtue of their land ownership.

- i. All owners of land in fee simple, whether as tenants in common, joint tenants, tenants by entireties, or as tenants in partnership, shall be considered a single owner for purposes of membership eligibility.
- ii. If the land is rented, the landlord and not the tenant shall be eligible for membership.
- iii. If the land is rented, the life tenant shall be eligible for membership during his or her lifetime but any unpaid annual maintenance charges accruing during the life estate shall be a charge against the land and shall be responsibility of the holder of the remainder.

SECTION 2 – RIGHTS OF MEMBERSHIP

Membership is a right that runs with the land and is transferable only with title. If a dispute shall arise between the holder of legal title and holder of

equitable title as to the right of membership, membership shall belong to that person who is ultimately liable for real estate taxes. In all matters placed before the members for vote, each member shall have two ballots for each home owned and if the member owns unimproved land not adjacent to a home owned by that member, then for each such lot as platted said member shall have two ballots. All members have the equal right to participate in all Association activities and events. All members have the right to serve as officers.

SECTION 3 – ANNUAL MEETING OF MEMBERS

An annual meeting of members shall be held during the first six months of each calendar year, at a place in Allen County, Indiana determined by the Board of Directors. The Secretary shall give notice of the annual meeting in accordance with IC 23-17-10-5, as that statute may be amended or replaced from time to time. At the annual meeting the President and the Treasurer shall report on the activities and financial condition of the Association; the results of balloting for the position of Director shall be announced; and the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of law.

SECTION 4 – SPECIAL MEETINGS OF MEMBERS

A special meeting of members may be called by the President, or by resolution of the Board of Directors. In addition, a special meeting of members may be called by a petition of at least ten percent of all members upon delivery of that petition signed and dated, to the Association's Secretary, demanding a special meeting and describing the purpose for which the meeting is to be held. The sufficiency of such a petition is governed by IC 23-17-10-2, as that statute may be amended or replaced from time to time. A quorum at a special meeting of members shall be twenty-five members. Notice of the special meeting shall be given pursuant to IC 23-17-10-5, as that statute may be amended or replaced from time to time.

SECTION 5 – VOTING RIGHTS

The Treasurer shall maintain a list of members of the Association. If a member shall not have paid his or her maintenance charges, his/her vote will not be counted. The Treasurer shall make the list of members available for inspection beginning five days before the date of the annual or special meeting for which the list was prepared. The list shall show the names and addresses of all members. The list of members entitled to vote shall also be made available at the annual or special meeting and all members shall have the right to inspect that list. The use of information and the distribution of information acquired from inspection or copying of the list of members is restricted, and is governed by IC 23-17-11-1, as that statute may be amended or replaced from time to time. If membership appears of record in the names of two or more persons, then if only one person votes that vote binds all persons; and if more than one person votes, the ballots shall be divide in a pro rata basis.

SECTION 6 – QUORUM

A quorum shall consist of 25 members. However, unless at least 1/3 of the members are present in person or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

SECTION 7 – VOTING PROCEDURES

The Board of Directors may distribute ballots for the office of Director to be delivered by members to one or more officers prior to the annual meeting and to be cast by that officer at the annual meeting on behalf of those members who choose to ballot in absentia. All ballots for a position of Director shall be in writing. Ballots not cast in absentia must be cast at the Annual Meeting. A ballot cast by proxy shall be accompanied by a copy of the signed proxy. All other determined by vote of the members will be decided by voice vote, show of hands, or such other method as, in the discretion of the presiding officer, may clearly determine the outcome of the vote.

SECTION 8 – PROXY VOTING

A member may deliver to the Secretary his or her appointment of a proxy, who thereafter shall have the right and power to vote in all matters submitted to the membership for a vote, to the same extent as if the member were present in person. To be valid, a proxy must be in writing, identifying with particularity the person appointed as proxy by name and address, shall be signed by the members, and shall be dated. The appointment of a proxy is revocable by the member and may be revoked at any time in writing, signed by the member and dated. The appointment of the proxy and the revocation of such an appointment are not effective until delivered to the Secretary of the Association. Unless the Appointment specified a shorter period of time, the proxy is effective for 11 months commencing with the date shown on the appointment papers. The death or incapacity of the member appointing a proxy does not affect the right of the Association to accept the proxy authority unless notice of the death or incapacity is received by the Secretary or other officer of the Association authorized to tabulate votes before the proxy exercises the proxy's authority under the appointment.

SECTION 9 – ADDRESSES OF MEMBERS

Notwithstanding any member's request to the contrary, the Association may communicate with regular members by mailing or delivery such notices, demands and other papers to the member's address as shown of record in the Wayne Township Assessor's office, Allen County, Indiana. The Association may, but need not, communicate with members at such addresses as such members shall from time to time advise the Association's Treasurer in writing. The addresses of members shall be those addresses used by such associate members at the time they shall have paid their dues. The correctness of each such address shall be determined annually, at the time of dues payment.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS

All powers of the Association shall be exercised by or under the authority of the Board of Directors; and the business and affairs of the Association shall be managed under the direction of the Board of Directors.

SECTION 2 – NUMBER AND QUALIFICATIONS

There shall be seven (7) Directors. A Director must be an individual member, whether elected or appointed by a member. A Director must have been a member of the Association for a minimum of two (2) years.

SECTION 3 – STAGGERED TERMS

A Director shall serve a term of two (2) years or until replaced, whichever occurs last. In no event shall a Director hold over after the expiration of his or her term by more than one year, except as may be authorized by a special meeting of the Board of Directors at which the affected Director does not participate. A Director may serve not more than two consecutive terms of two years each, if the additional terms are not consecutive. Terms shall be staggered with elections for four and three Directors in each of the two consecutive years.

SECTION 4 – RESIGNATION OF DIRECTORS

A Director may resign at any time by delivering written notice to the President or the Secretary of the Association. The resignation may specify an effective date, or it may be effective immediately. A majority of the remaining members of the Board of Directors shall fill the vacancy caused by resignation. The Director thus appointed fills the remaining unexpired term of the Director who has resigned.

SECTION 5 – REMOVAL OF DIRECTORS

a. Removal for Cause

The Board of Directors may remove a Director for Cause. It shall be cause to remove a Director if any of the following shall occur:

- i. The Director shall cease being a member
- ii. The Director shall have failed to attend four consecutive regular meetings of the Board of Directors
- iii. The Director shall have usurped the corporate authority of the Association, misappropriated monies of the Association, engaged in conduct which exposes the Association to ridicule or embarrassment; or misrepresents his or her status or authority as member of the Board of Directors in any official communication on behalf of the association.

If the majority of the Board of Directors determines that such cause exists, the Board may remove said Director from office.

b. Other Grounds for Removal

A Director may be removed from office for other grounds, including conviction of a felony, failure to pay dues assessed by the Association, maintaining a nuisance on lands within the Association's representation areas, or any other action suggesting abandonment of the position of trust and responsibility accorded to a Director. Such a Director may be removed from office only by a vote of 2/3 or more of the Directors.

- c. **The Director who is the subject of a motion for removal has the right to vote at the meeting of the Board of Directors where such motion is decided.**

SECTION 6 – REPLACEMENT OF A DIRECTOR REMOVED BY THE BOARD

If the Board of Directors shall remove a Director, the Board may appoint a successor Director who shall serve until the next succeeding annual meeting. At the next succeeding annual meeting, the members shall elect a successor who shall fill out the remaining unexpired term, if any, of the Director thus removed.

SECTION 7 – PARTIAL TERMS

A Director appointed or elected to fill all or part of the remaining term of a Director who has resigned or who has been removed is thereafter still eligible for two full, two-year consecutive terms. A partial term served a replacement Director shall not be considered a "term" for purposes of the two, two-year term limit.

SECTION 8 – MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine. Such meetings may be called by the President or by any three (3) Directors upon three (3) days prior written notices upon all Directors, provided, however, that notice of any meeting may be waived in writing by any or all of the Directors. Any meeting called by the President or by any three (3) Directors shall be a regular meeting unless the notice of meeting designates it to be a special meeting limited to one topic as described in the notice. If any Directors' meeting, a quorum shall consist of four (4) Directors. Directors may not appear or vote by proxy.

SECTION 9 – CONSENT TO ACTION

If and when the Directors shall severally or collectively consent unanimously in writing to any action to be taken by the Association, such action shall be as valid a corporation action as if it had been authorized at a meeting of the Board of Directors. Unanimous written consent may be evidenced by email or other electronic communication. The Secretary shall preserve paper copies of all such actions of the Board of Directors undertaken by unanimous written consent.

SECTION 10 – BYLAWS AMENDED

The Board of Directors shall have power to make and alter any by-law or by-laws.

SECTION 11 – COMMITTEES OF THE BOARD

The Board of Directors may appoint one or more committees, which may consist of members of the Board or members, to address such issues as may arise from time to time, and may delegate to such committees only such powers and duties as are specifically set forth in the resolution appointing that committee, set forth in Minutes of the Association. Such committees shall be ad hoc committees, and may be created and dissolved at the pleasure of the Board.

SECTION 12 – COMPENSATION OF DIRECTORS

Directors shall not be compensated for their work on the Board of Directors or on any committee. The Board of Directors may authorize reimbursement of actual expenses incurred by any Director or Officer in fulfillment of his or her duties as a Director, as an Officer, as a committee member, or as a volunteer assisting in the Association project or events.

SECTION 13 – MEMBERSHIP DUES

Each year the Board of Directors shall fix the membership dues for members. The membership year is the year commencing the an annual meeting and ending with the next succeeding annual meeting, except if there is no succeeding annual meeting then one year from the date of the initial annual meeting. The Board of Directors may set the dues in advance of the membership year.

SECTION 14 – INDEMNIFICATION

The Association shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or interstate, is or was a Director or Officer of the Association against the reasonable expenses, including attorney's fees actually and reasonably incurred in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged that such person is liable for negligent or misconduct in the performance of his duties. The Association may also reimburse such person the reasonable costs of settlement of any such action if it shall be found by a majority of a Committee made of Directors not involved in the matter that it was in the interests of the Association that such settlement be made and that such person was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such person may be entitled apart from the provisions of the Article.

ARTICLE IV: OFFICERS

SECTION 1 – OFFICERS

The Board of Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer. An individual may not simultaneously hold more than one office in the association.

SECTION 2 – PRESIDENT

The President shall be the chief executive officer of the corporation and shall preside over all meetings of the Board of Directors and meetings of the members. He may sign any instruments which the Board of Directors has authorized to be executed and in general, shall perform the duties incident to the office of President and such other duties prescribed by the Board of Directors.

SECTION 3 – VICE PRESIDENT

The vice president shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 4 – SECRETARY

The secretary shall attend all meetings of the members and meetings of the Board of Directors and shall prepare minutes of the Directors' and the members' meetings. He or she shall give all notices required by statute, by resolution, or by these by-laws. In the absence of the secretary, the duties of the secretary may be performed by any other officer. The Secretary shall authenticate all corporate records, except that the Treasurer shall authenticate the status of all dues payments.

SECTION 5 – TREASURER

The Treasurer shall have custody of all monies of the Association and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements, shall deposit all monies in the name of the Association in such depositories as may be designated for the purpose by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board of Directors and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall maintain the list of regular members and associate members of the Association and shall present such membership lists when required by law or by these by-laws. The Treasurer shall issue receipts for all dues, shall maintain a current and accurate list of all dues receivable and accounts receivable, and shall render a true Statement of Account to any member.

**SECTION 6 – OTHER OFFICERS AND OTHER
RESPONSIBILITIES**

The Board of Directors may, from time to time, appoint an assistant Secretary or an assistant Treasurer whose duties shall be to assist the Secretary or Treasurer. The Board of Directors may assign duties to Officers in addition to those stated in these by-laws.

ARTICLE V: OTHER PROVISIONS OF LAW

Except where displaced by these by-laws, the provision of IC 23-17 as applicable to non-profit corporations shall apply to the Association.

ATTACHED EXHIBITS:

Exhibit A: Fairmont Map

Exhibit B: IC 32-28-14 – Chapter 14 Homeowners Association Liens

RUDISILL

BOULEVARD

AVENUE

WEST

FOSTER

PARKWAY

DRIVE

INDIANA

BRANNING

TACOMA

SOUTH

AVENUE

ARLINGTON

FAIRMONT

BUELL

LEXINGTON

AVENUE

MAXINE

AVENUE

LEXINGTON

DRIVE

LANE

Jacobs

DRIVE

INDIANA

CLERMONT

DRIVE

PASADENA

Scarb

AVENUE

DRIVE

BUELL

PRANGE

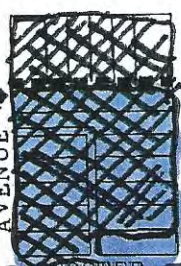
DRIVE

SHERWOOD

TERRAC

Fairmont

Neighborhood Association '37'



Yes

Tedees

Tony

John

Ed