

CODE OF BYLAWS
OF
PEBBLE BROOK PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I – IDENTIFICATION

Section 1 – Name. The name of the Non-Profit Corporation is PEBBLE BROOK 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 c/o 1st American Management Company, Inc. 3408 Enterprise Avenue, Valparaiso, Indiana 46383.

Section 3 – 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 – MEMBERS

Section 1 – Definition. Every person or entity who is an Owner in accordance with the definition of Owner in the Declaration or other Declarations shall be a Member of the Corporation.

Section 2 – Rights, Preferences, Limitation and Restrictions of Members. All Members shall have the same rights, privileges, duties, liabilities, limitations and restrictions as the other Members. 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 – Termination of Membership. Membership shall terminate when such person ceases to be an Owner and such membership shall be transferred to the new Owner.

Section 4 – Place of Meeting. Meetings of Members of the Corporation shall be held at such a 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 or notice thereof or proxies to represent Members at such meetings.

Section 5 – Annual Meeting. The annual meeting of Members shall be held in late fall/early winter in conjunction with the mandatory meeting called to approve budget for the upcoming year, if such day is not a legal holiday, or if a legal holiday then on the next succeeding business day which is not a legal holiday.

Section 6 – Special Meetings. Special meetings of Members may be called by the President, the Board of Directors, or not less than one-fourth (1/4) of all Members entitled to vote at the meeting. At any special meeting of the Members, no business other than that for which the meeting is called shall be transacted.

Section 7 – 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 Member of record of the Corporation entitled to vote at the meeting, at such address as appears in the records of the Corporation, at least ten (10) days before the date of the meeting.

Section 8 – Voting Rights. 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 unit represented shall have only one (1) vote as the Owners.

Section 9 – Voting by Corporation or Trust. Where a trust or a corporation 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 10 – Voting at Meetings.

- (a) Voting Rights. Every Member of the Corporation shall have the right at all meetings of Members of the Corporation to one (1) vote per unit for each unit 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 Members, a quarter (1/4) of the Members who are entitled to vote at such meeting, representing in person or by proxy, shall constitute a quorum. Any meeting of Members, including both annual and special meetings and adjournment thereof may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 11 – List of Members. At least five (5) days before each meeting of Members, the President 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 Members entitled to vote. Such list shall be on file in the Principal Office of the Corporation and shall be subject to inspection by any Member of record.

Section 12 – Action by Written Consent. Any action required or permitted to be taken at any meeting of the Members 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 Members entitled to vote with respect to the subject matter thereof, and such written consent is filed with 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. The Board of Directors shall consist of five (5) Members serving two (2) year terms each. Three (3) Members shall be elected at one annual meeting and the remaining two (2) Members shall be elected at the following annual meeting. This will ensure continuity on the Board of Directors.

Section 2 – Qualification and Election of Directors. The Directors others than the initial Board of Directors shall be elected at the annual meeting of the Corporation and shall hold office for the term specified in Section 1 of the Article. Any vacancy or vacancies occurring on the Board of Directors shall be filled by vote of a majority of the remaining Directors.

Section 3 – Good Standing. Only Association Members in good standing will be eligible for candidacy as a Director either by vote of Association Members or appointment by the Board of Directors. Good standing will be defined as (1) not being in a state of sanction as a result of the Enforcement procedures in Article XII of the Declaration, (2) being in compliance with the Association's Rules and Regulations, and (3) being current with Association Assessment or Special Assessment charges levied; current defined as no more than thirty (30) days in arrears. An Association Member's good standing shall be among the discretionary factors considered by the Nominating Committee.

Section 4 – Removal of Directors. A Director or Directors other than the initial Board of Directors may be removed with or without cause by vote of a majority of the voting Members at a special meeting of Members duly called and constituted. In such case, the successor shall be elected at the same meeting from eligible Members nominated at the meeting. The director so elected shall serve until the next annual meeting of the Members or until his successor is duly elected and qualified.

Section 5 – Duties of the Board of Directors. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall provide for the maintenance, upkeep and replacement of the Common Area and to the extent not the obligation of owners, the dwelling units, and the collection and disbursements of the Common Expenses. These duties include, but are not limited to:

- (a) Protection, surveillance and replacement of the Common Areas;
- (b) Procuring of utilities used in connection with Pebble Brook's removal of garbage, waste, and snow removal from the Common Area, private streets, sidewalks, driveway, and ponds;
- (c) Landscaping, painting, decorating, and furnishing of the Common Area and the exterior of the buildings, garages and walls;
- (d) Surfacing, paving and maintaining private streets, parking areas, including driveways, garages and sidewalks;

- (e) Assessment and collection from the Members of the Members' pro rata share of the Common Expenses;
- (f) Preparation of an annual budget, a copy of which will be mailed or delivered to each Member at the same time as the notice of annual meeting I mailed or delivered;
- (g) Preparing and delivering annually to the Members a full accounting of all receipts and expenses incurred in the prior year; such accounting shall be delivered to each Member simultaneously with the delivery of the annual budget;
- (h) Keeping a current accurate and detailed record of receipts and expenditures affecting the property, specifying and itemizing the Common Expenses; all records and vouchers shall be available for examination by a Member at any time during normal business hours.

Section 6 – Powers of the Board of Directors. The Board of Directors shall have the powers as are reasonable and necessary to accomplish the performances of its duties. These powers include, but are not limited to, the power to:

- (a) Employ a managing agent or real estate management company (sometimes being hereinafter referred to as “Managing Agent”) to assist the Board in performing its duties;
- (b) Purchase for the benefit of the Members such as equipment, materials, labor and services as may be necessary in the judgment of the Board of Directors.
- (c) Procure for the benefit of the Members, fore and extended coverage insurance covering all improvement in the Common Area to full insurable value thereof and to procure public liability and property damage insurance and Workman's Compensation insurance, if necessary, for the benefit of the Members and the Corporation;
- (d) Employ legal counsel, architects, contractors, accountants and others as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the Corporation.
- (e) Include the costs of all of the above and foregoing as Common Expenses and to pay all of such costs therefrom;
- (f) Open and maintain a bank account or accounts in the name of the Corporation;
- (g) Adopt, revise, amend and alter from time to time reasonable rules and regulations with respect to use, occupancy, operation and enjoyment of the property.

Section 7 – Compensation. No Director shall receive any compensation for his services as such except to the extent as may be expressly authorized by the majority of the Members.

Section 8 – Conduct of Meeting. The chairman of the meeting shall be the President of the Corporation. He shall call the meeting to order at the duly designated time and business will be conducted in the following order:

- (a) Reading of Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto. If copies of said minutes have been previously sent to the Members, the reading of said minutes may be dispensed with;
- (b) Treasurer's Report. The Treasurer shall report to the Members concerning the financial condition of the Corporation and answer relevant questions of the Members concerning the Common Expense and financial report for the prior year and the proposed for the current year.
- (c) Budget. The proposed budget for the current calendar year shall be presented to the Members for approval or amendment.
- (d) Election of Board of Directors. Nomination for the for the Board of Directors may be made by any Member from those persons eligible to serve. Such nomination shall be in writing and presented to the Secretary of the Corporation, or the Management Company representative, at least ten (10) days prior to the date of the annual meeting. Voting for the Board of Directors shall be by paper ballot. Ballots shall contain the name of the person nominated to serve as a Board Member. Each Member may cast his/her vote to which he/she is entitled for as many nominees as are to be elected; however, h/she shall not be entitled to cumulate his/her votes. Those persons receiving the highest number of votes shall be elected. Each voting Member shall sign his/her ballot.
- (e) Other Business. Other business may be brought before the meeting only upon written request submitted to the Secretary of the Corporation at least ten (10) days prior to the date of the meeting, provided however, that such meeting request may be waived at the meeting of agreed to by a majority of the Members.

Section 9 – Vacancies. Vacancies occurring in the membership of the Board of Directors caused 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 Members, 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 principle occupation and any other pertinent information about any Director elected to fill any vacancy shall be given in the next mailing sent to the Members after such increase or election.

Section 10 – Regular Meetings. Regular meetings shall be held at such times and places, either within or without the State of Indiana, a may be determined by the President or Board of Directors.

Section 11 – 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) hour notice specifying the time, place and general purpose 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 12 – 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 13 – 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 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 the meeting, which a quorum shall be present, shall be the act of the Board unless otherwise provided for by law or by the Bylaws. 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 14 – 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 Committee(s) 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, or any responsibility imposed upon it or him/her by the Indiana General Corporation Act.

Section 15 – 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 members of the Board or of such Committee, as the case may be, and such written consent if 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, Vice-President, Secretary, Treasurer and any other such officer and assistants and agents at its annual meeting. Any two or more offices may be held by the same person, except the offices of president and Secretary. Officers must be members of the property Owners Association.

Section 2 – Elections and Terms. Each officer shall be elected by the Board of Directors at the annual meeting thereof and shall hold office for two years or until his death, resignation or removal. Any Officer may be removed at any time, with or without cause, by a vote of 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 Officers so elected shall hold office and fulfill his/her term 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 members and Directors, discharge all the duties that revolve upon a presiding Office, and perform such other duties as the Bylaw 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 as the agent of the Corporation.

Section 5 – The Secretary. The Secretary shall attend all of the meetings of the Members and of the Board of Directors, and shall keep, or cause to be kept, in a book provide for the purpose, a true and complete record of the proceedings of these meetings. He/she shall be custodian of all the records. He/she 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 oversee and make sure that the Management Company shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The management Company 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. The Management Company shall immediately deposit all funds of the Corporation coming into its 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. The Management Company 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 – CORPORATE BOOK

Section 1 – Place of Keeping, in General. Except as otherwise provide 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 – Membership Register or Transfer Book. The original or duplicate Membership register or transfer book, or in case a membership register or transfer agent shall be employed by the Corporation, either within or without the State of Indiana, a complete and accurate Members list, alphabetically arranged, giving the names and addresses of all Membership holders, shall be kept at the principle office of the Corporation in the State of Indiana.

ARTICLE VI – 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, or agent 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 instrument 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, or agent of the Corporation as shall from time to time be designated by the Board.

ARTICLE VII – 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 waive 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 VIII – THE INDIANA NOT-FOR-PROFIT CORPORATION ACT

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

IN WITNESS WHEREOF, the Association has executed these Bylaws to be executed on the date herein set forth, as November 20, 2018.

PEBBLE BROOK PROPERTY OWNERS ASSOCIATION, INC.,

For

Against

Eugenia Costello, President

This Instrument Prepared by: Peter Bylen, 1st American Management Company, Inc., 3408 Enterprise Avenue, Valparaiso, Indiana 46383; Telephone: (219) 464-3536.