

**AMENDMENT**  
**to the**  
**CODE OF BYLAWS**  
**for**  
**FAIRFIELD FARMS PROPERTY OWNERS ASSOCIATION, INC.**

COMES NOW the Fairfield Farms Property Owners Association, Inc., by its Board of Directors, on this 13 day of MARCH, 2007, and states as follows:

**WITNESSETH THAT:**

**WHEREAS**, the residential community in Noblesville, Hamilton County, Indiana commonly known as Fairfield Farms was established upon the recording of certain Plats with the Office of the Recorder for Hamilton County, Indiana; and

**WHEREAS**, the Plat for Fairfield Farms, Section 1, was filed with the Office of the Hamilton County Recorder on July 13, 1990, as **Instrument # 9019509**; and

**WHEREAS**, the Plat for Fairfield Farms, Section 2, was filed with the Office of the Hamilton County Recorder on April 14, 1992, as **Instrument #9213577**; and

**WHEREAS**, the Plat for Fairfield Farms, Section 3, was filed with the Office of the Hamilton County Recorder on September 15, 1993, as **Instrument #9344563**; and

**WHEREAS**, the Plat for Fairfield Farms, Section 3-A, was filed with the Office of the Hamilton County Recorder on August 2, 1993, as **Instrument #9344564**; and

**WHEREAS**, the Plat for Fairfield Farms, Section 4, was filed with the Office of the Hamilton County Recorder on September 28, 1994, as **Instrument #9441384**; and

**WHEREAS**, the Plat for Fairfield Farms, Section 5, was filed with the Office of the Hamilton County Recorder on October 14, 1997, as **Instrument #9743565**; and

**WHEREAS**, the foregoing Plats contain Covenants which run with the land, namely the Declaration of Restrictions for Fairfield Farms (hereinafter "Declaration"), recorded in the office of the Hamilton County Recorder on August 2, 1989, as **Instrument #8916195**, which states that by taking a deed to any Lot as set forth on the above listed Plats for the Fairfield Farms development, each owner becomes a mandatory member of the Fairfield Farms Property Owners Association, Inc., an Indiana nonprofit corporation (hereinafter "Association"); and

**WHEREAS**, the Association was incorporated pursuant to the above listed Declaration as a non-profit corporation pursuant to Articles of Incorporation filed with, and approved by, the Indiana Secretary of State on June 28, 1991; and

**WHEREAS**, the Association's Initial Board of Director(s) adopted a Code of Bylaws (hereinafter "Bylaws") for the Association and the homeowners within Fairfield Farms; and

**WHEREAS**, the Articles, Article IX, Section 4, and the Bylaws, Article X, Section 1, states that the power to make, alter, amend or repeal the Code of Bylaws, without the consent of the Members, shall be vested in the Board of Directors of the Association; and

**WHEREAS**, pursuant to the authority granted to the Board of Directors by the Articles of Incorporation and the Code of Bylaws, the Board of Director(s) desires to make the following amendments to the current Bylaws;

**WHEREFORE**, the following Amendments to the Code of Bylaws are hereby approved and adopted by a majority vote of the Board of Directors of the Fairfield Farms Property Owners Association, Inc. These amendments do not conflict in any manner with any provision contained in the Declaration or the Articles, and it is the intention of the Association that all current Bylaw provisions not effected by these amendments are deemed and desired to remain in full force and effect.

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

### **ARTICLE III**

#### **Section 1. Membership. Transfer. Voting Rights. Suspension of Voting Rights:**

Reference is hereby made to Sections 11 and 12(H) of the Declaration which sets forth terms, provisions and conditions governing and relating to membership in the Corporations, transfer of membership, voting rights of classes of members and suspension of voting rights, all of which terms, provisions and conditions are incorporated herein by reference.

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

### **ARTICLE III**

**Section 2. Quorum:** At any meeting of the membership, unless otherwise set forth in the Declaration, the presence of Members, in person or by proxy, entitled to cast five percent (5%) of the total number of valid and eligible Owner votes shall constitute a quorum. For purposes of this section, the term “eligible” means any Owner whose privileges are not suspended for any reason as set forth in Section 12(H) of the Declaration. If a Member has had his voting rights suspended pursuant to the Declaration, that vote is not considered a valid or eligible vote toward calculating quorum requirements (for example, if there are 175 total Owners in the subdivision, but 29 have suspended voting privileges, then the 5% quorum requirement is based upon 146 Owners (175-29=146) for a quorum of 7, not 175 and a quorum of 9). After a Member’s vote is represented, either in person or by proxy, for any purpose at a meeting, the vote will be considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Except as otherwise provided in the Declaration, Articles or these Bylaws, each question or action shall be deemed passed if approved by a simple majority of the eligible votes cast by the Members present, in person or by proxy, at a meeting at which a quorum is present. In the event a quorum is not present at any meeting called under authority of these Bylaws, that meeting may be adjourned to a date not more than sixty (60) days later without notice other than announcement at the meeting even though less than a quorum is present.

Article III, Section 5 (B), is hereby amended to read as follows:

### **ARTICLE III**

**Section 5. Special Meetings:** A Special Meeting of the Members may be called by the President, by resolution approved by a majority of the Board of Directors, or upon written petition signed and dated by not less than ten percent (10%) of the eligible members. The request shall be presented to the President or Secretary of the Association and shall state the purposes for which the meeting is to be called. Such purposes, along with the date, time and location of the special meeting shall be stated in the notice of the meeting which is sent to the members. No business shall be transacted at a Special Meeting except as stated in the notice of the meeting, unless all the members are present.

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

### **ARTICLE IV**

**Section 1. Nomination:** Nominations for the Board of Directors may be made by any Owner from those persons eligible to serve. Such nominations may be made in writing and presented to the Secretary of the Association prior to the date of the Annual Meeting; or, if an insufficient number of written nominations are received prior to the annual meeting to fill all Board positions open for election at the annual meeting, then oral nominations will be accepted from the floor prior to voting on any open Directorship position.

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

### **ARTICLE IV**

**Section 2. Election:** Voting on each position for the Board of Directors shall be by paper ballot containing the signature, printed name and address of the Owner casting said ballot, unless written balloting is waived by proper motion and a majority approval of those Owners in attendance at the Annual Meeting and only in circumstances where the number of nominees do not exceed the number of open Board positions. Each Owner, or their proxy, may cast the total number of votes to which he is entitled to cast for as many nominees as are to be elected; however, under no circumstances shall cumulative voting be allowed. Those persons receiving the highest number of votes shall be elected. At any director election where the terms of those directors being elected are to be staggered, the highest vote recipient shall be elected to the longest term, the second highest vote recipient shall be elected to the second longest term, and so on until all director positions being elected are filled. If no quorum is present at the Annual Meeting, or if a sufficient number of Directors cannot be found to fill open Board of Director vacancies at the Annual Meeting, whether by slating, written petition or oral nomination, the Board of Directors has the authority to fill the vacancy/vacancies by appointment as set forth in Article V, Section 6, of these Bylaws.

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

### **Section 1. Number and Qualifications**

**(a) Number:** 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 five (5) persons, with

the minimum number of Directors being three (3) and the maximum number of Directors being fifteen (15). The exact number of Directors may be increased or decreased, as permitted by law, by resolution of the Board of Directors.

**(b) Qualifications:** A director must not have their membership rights in the Corporation suspended for any reason as set forth in Article III, §1, of these Bylaws. Any Owner who is thirty (30) days or more in arrears in paying any regular or special assessment is not eligible to serve or continue to serve as a Director. In addition, and in a display of honesty and integrity to the members of the Fairfield Farms community, all persons elected to serve as a Director must execute, or sign, the Statement of Conduct adopted by the Board of Directors and attached to this amendment of the Bylaws and marked as “Addendum 1”, to govern the conduct and activities of Board members; and any person elected to serve on the Board of Directors who shall refuse to sign the Statement of Conduct shall not be eligible to serve as a Director.

Article V, Section 4(A), is hereby amended to read as follows:

#### **ARTICLE V**

##### **Section 4(A). 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 meeting when such statement is requested in writing by members hold ten percent (10%) of the total votes of the membership entitled to vote. A complete record of all of its acts and corporate affairs should be available at all meetings;

Article V, Section 4(C), is hereby amended to read as follows:

#### **ARTICLE V**

##### **Section 4(C). Duties: The Board of Directors shall have the following duties:**

(C) To establish the annual assessment period and fix the amount of the annual assessment against each member for each Lot owned for the following fiscal year, all in accordance with the terms of the Declaration and these Bylaws.

Article V, Section 6, is hereby amended to read as follows:

#### **ARTICLE V**

**Section 6. Vacancies:** Any vacancy that shall occur in the Board of Directors due to the death, resignation, removal or otherwise shall be filled by a majority vote of the remaining Directors, unless that vacancy is caused by a Director being removed from the Board by a vote of the Membership, in which case a majority of the Members in attendance shall select at the same meeting a replacement to fill the remaining term of the removed Director. Any Director appointed to fill a vacancy on the Board shall serve the unexpired portion of his predecessor.

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

**ARTICLE V**

**Section 8. Removal of Directors:** Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Corporation, at a meeting of the Members called expressly for that purpose. A Director may also be removed with cause by a majority vote of the remaining Directors. For purposes of this provision, “with cause” includes, but is not limited to, acts of fraud, theft, deception, criminal behavior, breach or disclosure of confidential Board information or discussions to person(s) not on the Board, failure to conform or follow the Director’s Statement of Conduct, or other unauthorized acts which hinder or bypass the authority of the Board to act as a whole. A Director may also be removed by a majority vote of the remaining Directors if he or she fails to attend three (3) or more consecutive meetings of the Board of Directors, or becomes ineligible to serve on the Board pursuant to Article III, § 1, of these Bylaws. Determination of whether “cause” has been sufficiently established to justify removal of a Director is left to the sole discretion of the remaining Directors. The vacancy of a Director removed by the Members at a special meeting or a vacancy of a directorship due to a Director being removed by a vote of the Board shall be filled pursuant to Article V, Section 6, of these Bylaws.

Article V, Section 14, is hereby amended to read as follows:

**ARTICLE V**

**Section 14. Action Taken Without a Meeting:** Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if the action is approved by a majority of the entire Board in writing or via email, and so long as evidence of the written or email approval is made a part of the corporate Board minutes or records.

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

**ARTICLE VI**

**Section 1. Enumeration of Officers:** The Officers of this Corporation shall be President, Vice-President, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

Article VI, Section 5, is hereby amended to read as follows:

**ARTICLE VI**

**Section 5. Resignation and Removal:** Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the 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.

Article VI, Section 7, is hereby amended to read as follows:

**ARTICLE VI**

**Section 7. Multiple Offices:** The offices of Secretary and Treasurer may be held by the same person. However, no one person shall simultaneously hold the offices of President and Secretary or Vice-President and Secretary.

Article VII, is hereby amended to read as follows:

**ARTICLE VII**

The Corporation shall appoint an Architectural Committee as provided in the Declaration and these Bylaws. In addition, the Board of Directors or the President shall appoint other committees as deemed appropriate in carrying out the purposes of the Corporation.

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

**ARTICLE VIII**

**Section 1. Books and Records, in General:** The Association shall keep correct books of account showing all expenditures and receipts of administration, specifying the maintenance and repair expenses of the Common Areas and all easements, and any other expenses incurred by or on behalf of the Association and the members. A general accounting of the corporation's income and expenses shall be prepared annually by an independent third party. Such accounts, books, records, financial statements, and other papers of the Association shall be open for inspection by any member during reasonable business hours or under other reasonable circumstances. Any holder, insurer or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive a financial statement for the immediately preceding fiscal year. Current Copies of the Declaration, the Articles of Incorporation, the Bylaws of the Association, Rules and Regulations adopted by the Association, Financial Documents and other corporate documents concerning the Property or its operation required to be kept and made available for inspection shall be available for inspection by any member or other properly designated party at the principal office of the Association during reasonable business hours or under other reasonable circumstances, where copies of the same may be purchased at reasonable cost. The Association reserves the right to require any member to request inspection of the accounts, books, records, financial statements, and other papers of the Association according to the requirements set forth under the Indiana Nonprofit Corporation Act of 1991, specifically Indiana Code 23-17-27 et seq., and any amendments or modification subsequently adopted thereto.

Article IX is hereby amended to read as follows:

**ARTICLE IX**

Each Owner, with the exception of the Developer, is obligated to pay to the Corporation annual and special assessments, as more specifically described in the Declaration. The assessments are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days shall be delinquent. If an assessment is not paid within such period, it shall bear interest at a rate of twelve percent (12%) per annum, as provided in the Declaration. In addition, the applicable Owner may be charged a reasonable late fee with respect to such assessment, in an amount as from time to time determined

by the Board of Directors of the Corporation. The Owner shall be responsible for all expenses incurred by the Association prior to initiating a lawsuit to collect delinquent assessments, including attorney fees. The Association may bring an action in any court having competent jurisdiction against the delinquent Owner to enforce payment of the same and/or to foreclose the lien against said Owner's Lot, and there shall be added to the amount of such Assessment all costs of such action, including the Association's attorney fees, and in the event a judgment is obtained, such judgment shall include such interest, late fees, costs and attorney fees.

Article X is hereby amended to read as follows:

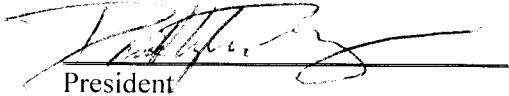
**ARTICLE X**

**Section 1.** The power to alter, amend, add to, and repeal the Bylaws of the Corporation is hereby vested in the board.

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The undersigned hereby certifies that this First Amendment to the Code of Bylaws of Fairfield Farms Property Owners Association, Inc. was duly moved and passed by a majority vote of the Board of Directors of said Association.

FAIRFIELD FARMS PROPERTY OWNERS ASSOCIATION, INC.

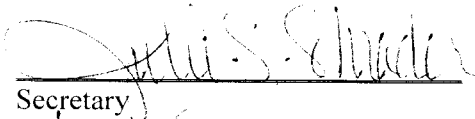


President

11/13/07  
Date

David Peter Rice  
Printed Name of Director

ATTEST:



Secretary

11/13/07  
Date

Julie Schneider  
Printed Name of Director