

**BY-LAWS  
OF  
SHADOW CREEK DEVELOPMENT HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE I  
NAME AND LOCATION**

The name of the Corporation is SHADOW CREEK DEVELOPMENT HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located at 10729 Coldwater Road, Suite 140, Fort Wayne, IN 46845, but meetings of members and directors may be held at such places within the State of Indiana, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Corporation" shall mean and refer to SHADOW CREEK DEVELOPMENT HOMEOWNERS ASSOCIATION, INC., its successors and assigns.

Section 2. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

Section 3. "Member" shall mean and refer to the individuals appointed to the Board of Directors of the incorporated Association representing the Subdivision as provided in the Restrictive Covenants.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation of the Association and the Subdivision thereof which will be platted from time to time in the Plat Records of Allen County, Indiana, together with the Protective Restrictions, Covenants and Limitations appended thereto.

**ARTICLE III  
MEETING OF MEMBERS**

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Corporation, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 10:00 o'clock A.M.. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the Corporation or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting from time to time without notice other than announcement at the meeting, the meeting may be continued until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable.

#### **ARTICLE IV** **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

Section 1. Number. The affairs of the Corporation shall be managed by a Board of Directors, which shall be made up of three (3) Directors.

Section 2. Term of Office. Directors shall be appointed for terms of one (1) year.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of death, resignation or removal of a Director, his/her successor shall be selected by a majority of the membership of the Corporation, and such successor, and members of the Board shall serve for the unexpired term of his/her predecessor. No Director removed from his/her Directorship by the Board may be reappointed.

Section 4. Compensation. No Director shall receive compensation for any service he/she may render the Corporation. However, any Director may be reimbursed for his actual expenses incurred in the performance of his/her duties.

Section 5. Action Taken Without a Meeting. 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**

## NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two additional Owners, at least one of whom shall be an Owner and the other a person designated by \_\_\_\_\_ (parent company), but only so long as it shall be a Class "B" member, after which both additional members shall be Owners of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Owners, to serve at the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at the annual meeting. The Nominating Committee shall make as many nominations for the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Owners or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VI** MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meeting. Special Meetings of the Board of Directors shall be held when called by the President of the Corporation or by any two (2) Directors, after not less than three (3) days' notice to each Director.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VII** POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (A) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Owners and their guests thereon, and to establish penalties for the infraction thereof;



- (B) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default of the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for an infraction of published rules and regulations;
- (C) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictive Covenants;
- (D) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors; and
- (E) Employ an independent contractor, a manager, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Owners at the annual meeting of the Owners, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Owners who are entitled to vote;
- (B) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- (C) Accept fee simple title in the name of the Association as grantee to the Common and Recreation Areas at such time as a warranty deed for same is delivered and agree to pay any real estate taxes on said areas commencing with the installment due and payable after date of delivery of said deed;
- (D) Cause payment to be made, when due, for the electrical power supply required for the illumination of the streets and Common and Recreational Areas contained within the Properties;
- (E) Cause the Common and Recreational Areas to be properly and carefully maintained;
- (F) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;



- (G) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (H) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the owner personally obligated to pay the same;
- (I) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (J) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (K) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (L) Cause all of the Restrictive Covenants for any Section of Association to be adhered to and enforced.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

Section 1. Officers. The Officers of this Corporation shall be a president and a vice-president who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 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.

Section 3. Term. Each officer of this Corporation shall be elected annually by the Board and shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

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 later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The officers 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 8. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. The vice-president shall act in the place and stead of the President in the event of his absence or incapacity, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Corporation, keep proper books of account, cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX**  
**COMMITTEES**

The Corporation shall appoint a Nominating Committee and the Board of Directors shall appoint such other committees as may be deemed appropriate in carrying out the purposes of these By-Laws, including an Architectural Control Committee as prescribed in the Restrictive Covenants.

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation where copies may be purchased at reasonable cost.

**ARTICLE XI**  
**AMENDMENTS**

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2023.





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OF  
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Section 2. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

Section 3. "Member" shall mean and refer to the individuals appointed to the Board of Directors of the incorporated Association representing the Subdivision as provided in the Restrictive Covenants.

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Section 5. "Properties" shall mean and refer to that certain real property described in the Articles of Incorporation of the Association and the Subdivision thereof which will be platted from time to time in the Plat Records of Allen County, Indiana, together with the Protective Restrictions, Covenants and Limitations appended thereto.

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MEETING OF MEMBERS**

Section 1. Annual Meeting. The first annual meeting of the members shall be held within one year from the date of incorporation of the Corporation, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 10:00 o'clock A.M.. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting from time to time without notice other than announcement at the meeting, the meeting may be continued until a quorum as aforesaid shall be present or represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

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#### **ARTICLE V**



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Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Owners or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

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Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## **ARTICLE VII** POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (A) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the Owners and their guests thereon, and to establish penalties for the infraction thereof;

- (B) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default of the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for an infraction of published rules and regulations;
- (C) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Restrictive Covenants;
- (D) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors; and
- (E) Employ an independent contractor, a manager, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Owners at the annual meeting of the Owners, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A Owners who are entitled to vote;
- (B) Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- (C) Accept fee simple title in the name of the Association as grantee to the Common and Recreation Areas at such time as a warranty deed for same is delivered and agree to pay any real estate taxes on said areas commencing with the installment due and payable after date of delivery of said deed;
- (D) Cause payment to be made, when due, for the electrical power supply required for the illumination of the streets and Common and Recreational Areas contained within the Properties;
- (E) Cause the Common and Recreational Areas to be properly and carefully maintained;
- (F) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

- (G) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (H) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or bring an action at law against the owner personally obligated to pay the same;
- (I) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (J) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (K) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (L) Cause all of the Restrictive Covenants for any Section of Association to be adhered to and enforced.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

Section 1. Officers. The Officers of this Corporation shall be a president and a vice-president who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 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.

Section 3. Term. Each officer of this Corporation shall be elected annually by the Board and shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

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 later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officers appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7. Multiple Offices. The officers 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 8. The duties of the officers are as follows:

- (a) President. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- (b) Vice-President. The vice-president shall act in the place and stead of the President in the event of his absence or incapacity, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- (c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the Board and of the members, keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, shall sign all checks and promissory notes of the Corporation, keep proper books of account, cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each fiscal year, and shall prepare an annual budget and a statement of income and expenditures to be presented at its regular annual meeting, and deliver a copy of each to the members.

**ARTICLE IX**  
**COMMITTEES**

The Corporation shall appoint a Nominating Committee and the Board of Directors shall appoint such other committees as may be deemed appropriate in carrying out the purposes of these By-Laws, including an Architectural Control Committee as prescribed in the Restrictive Covenants.

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Corporation where copies may be purchased at reasonable cost.

**ARTICLE XI**  
**AMENDMENTS**

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

