

**AMENDED BY LAWS OF  
ORCHARD CIVIC ASSOCIATION, INC.**

**ARTICLE I**

**Name**

- Section 1.1** This organization shall be known as the Orchard Civic Association, Inc., hereafter “The Association”.
- Section 1.2** The Amended By Laws adopted herein shall supersede all previous By Laws, Constitutions and/or Articles of Incorporation; all previous By Laws, Constitutions and/or Articles of Incorporation shall be null and void.
- Section 1.3** The address of this Association shall be:  
P. O. Box 463  
Fishers, IN 46038

**ARTICLE II**

**Purpose**

- Section 2.1** ***Purposes.*** To operate exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to foster the general improvement of the area of Sunblest Farms located in Fishers, Indiana, a residential subdivision commonly known as “The Orchard” and to do everything necessary, proper, and advisable for the accomplishment of such purpose, including, but not limited to: striving for the improvement of the health, safety and welfare of the residents of the addition; striving for the improvement of public facilities and services; encouraging a civic spirit among the residents of the addition; cooperating with county township and Town officials and with other civic and public organizations for the general welfare of the entire community; and making the community an outstanding and beautiful area in which to live.

**Section 2.2** ***Prohibited Activities.***

No part of the earnings or property of the Association shall inure to the benefit of any member or Officer.

The Association shall not engage in any activities which consist of attempts to influence legislation by propaganda or otherwise except; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Officers of the Association may meet with public officials for the purpose of providing information regarding Association interests.

The Association shall be operated exclusively for exempt purposes within Section 501(c)(3) of the Internal Revenue Code of 1986, and any succeeding Federal Statutes prescribing the grounds for exemptions from federal taxation. The Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as:

- (a) corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or
- (b) as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Any reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provisions as are now or hereafter existing, amended, supplemented, or superseded, as the case may be.

**ARTICLE III**  
**Members/Meetings**

- Section 3.1**     **Membership.** Membership in the Association shall consist of homeowners living within the confines of Sunblest Farms Units I & II (plats: 1A, 1B, 1C, 1D, 1E, 1F, 1G, 1H, 1I, 1J, 1K, 2A, 2B, 8, 13A, 13B, 13C & 18) as recorded and filed pursuant to Town of Fishers Zone Ordinance Nov. 15, 1972, and any amendments thereto. Each parcel shall be considered a one member for the purposes of these By Laws and the participation in the activities of the Association.
- Section 3.2**     **Good Standing.** In order to exercise rights as a member of the Association under these By Laws, the member must be in good standing. To be in good standing, all membership dues must be current and the member must not be in violation of any of the By Laws or Covenants attached to the real estate.
- Section 3.3**     **Rights of Members.** Each member shall have the rights to vote and serve as officers of the Association. The right of a member to vote shall cease on the termination of his/her membership. No member shall be entitled to share in the distribution of the corporate assets upon dissolution of the Association.
- Section 3.4**     **Termination of Membership.** Membership shall terminate upon sale of the real estate qualifying for membership in the Association.
- Section 3.5**     **Annual Meeting of Members.** An annual meeting of the members shall be held at a time and place determined by the Board of Directors for the purposes of electing Officers and Directors, the adoption of the annual budget and for the transaction of such other business as may come before the meeting. The annual meeting shall be held no later than May 15 of each year.
- Section 3.6**     **Special Meetings.** Special meeting of the members, other than those regulated by statute, may be called at any time by the President(s) or any member of the Board of Directors, or upon receipt of the written request of five current members of the Association.
- Section 3.7**     **Notice of Meetings.** Notice of the time, place and purpose or purposes of the annual meeting, and of any special meetings, shall be sent to members not less than ten (10) days or more than forty (40) days before the meeting. Notice may be sent through electronic means such as e-mail.
- Section 3.8**     **Conduct of Meetings.** The Board shall set in advance an agenda for a meeting. The Meetings shall be conducted using Roberts Rules of Order as a guide.
- Section 3.9**     **Quorum and Voting Requirements.** At any meeting of the members of the Association, the presence of 25 of the members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of the majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by the statute or by the By Laws. A meeting may be adjourned by vote of the majority of the members present.
- Section 3.10**    Members may attend and vote by proxy if provided written notice of an agenda item requiring a vote has been issued with the notice of the meeting. A proxy vote will constitute attendance of the member for the purposes of satisfying the requirement of a quorum.

**ARTICLE IV**  
**Officers & Board of Directors**

- Section 4.1**     **Officers.** The elected officers of the Association shall be President, Vice-President, Secretary, and Treasurer. No person may hold more than one office at the same time.
- Section 4.2**     **Creation of Board.** The affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall consist of the elected officers.
- Section 4.3**     **Duties.** The Directors shall control and manage the affairs of the Association and transact all necessary business between meetings of the membership. The duties of individual officers shall be conducted as prescribed in Article V.
- Section 4.4**     **Terms of Office.** The term of each office shall be for one year commencing with the annual meeting and continuing through the next calendar year.
- Section 4.5**     **Qualifications.** All elected Officers shall be members of the Association in good standing. Any vacancy in an office may be filled by the Election Process.
- Section 4.6**     **Elections.** Regular Elections of officers to terms of office shall be made by a majority vote of the members present at the annual meeting of the Association. In the event any office becomes vacant during the term of office, notice shall issue to the members of a special election to fill the balance of the term of the vacant office. The special election may take place at the next regularly scheduled meeting, or at a special meeting as provided for herein.
- Section 4.7**     **Removal.** Any officer may be removed from office by two-thirds vote of the membership.
- Section 4.8**     **Grounds for Removal:** An officer may be removed pursuant to the procedures provided herein for cause, including but not limited to: Failure to regularly attend meetings of the Board, commission of an act constituting a crime while engaged in his/her activities as a board member, performing acts not authorized by the Board or by these By Laws, failure to perform acts required by these By Laws or as directed by the Board or by vote of the Membership, and for any other cause shown.
- Section 4.9**     **Meetings of the Board.**
- a) The President shall call meetings of the Board from time to time as necessary to conduct the regular business of the Association.
  - b) The presence of a majority of the Board shall constitute a quorum to transact any business. The act of a majority of Board members present and voting shall be the act of the Board.
  - c) All members of the Board shall be notified of any meeting.
  - d) The Directors' meeting may be open to all the Association members, all members invited, only the Directors may vote.
  - e) Deadlocked votes of the Board may only be resolved by votes of the membership at a Special or Annual Meeting.

**ARTICLE V**  
**Duties of the Officers**

- Section 5.1**     **President(s).** The President(s) shall:
- a) preside at all meetings:
  - b) serve in an advisory capacity on all committees,
  - c) report on the activities of the Association at the annual meeting of the members,

- d) serve as the primary liaison to any other entities to pursue the interests of the Association;
- e) generally provide the leadership and direction of the Association.

**Section 5.2** *Vice-President(s)*. The Vice-President(s) shall:

- a) preside in the absence of and assist the President, and
- b) perform other duties as directed by the President(s).

**Section 5.3** *Secretary(s)*. The Secretary(s) shall:

- a) keep an accurate record through minutes of all meetings of the membership and the Board of Directors,
- b) provide copies of these minutes for the other Officers and the Board of Directors,
- c) handle all correspondence deemed necessary by the President(s), and
- d) notify the Officers, Directors and members of meetings.

**Section 5.4** *Treasurer(s)*. The Treasurer shall:

- a) receive all monies of the Association and maintain an accurate record of the receipts and expenditures,
- b) disburse all funds in a timely payment of proper expenditures,
- c) prepare periodic financial reports and distribute them to the Directors,
- d) assist in the timely preparation and filing of all required reports and tax returns,
- e) report on the financial condition of the Association at the annual meeting of members, and
- f) Maintain the Post Office Box and Bank Accounts as necessary.

## **ARTICLE VI**

### **Budget and Dues**

**Section 6.1** *Annual Accounting Years*. The annual accounting year of the Association shall be July 1 to June 30.

**Section 6.2** *Adoption of Budget*. The Annual Budget of the Association shall be adopted in the following manner:

- a) Prior to mailing Notice of the Annual Meeting, the Board shall meet and create a proposed Annual Budget
- b) The Proposed Budget shall contain projected expenditures for the coming year, establish any projected reserves, and set the annual dues based upon the projected expenditures and reserves;
- c) The Proposed Annual Budget shall be mailed to all members as an attachment to the Notice of Annual Meeting;
- d) The Budget shall be an agenda item at the Annual Meeting, and must be approved by a majority of the members present at the annual meeting.

**Section 6.3** *Payment of Dues*: Annual membership dues as established in the budget shall be due and payable on July 1. All dues not paid within 30 days of the due date shall incur a one time 10% late penalty, and shall be cause for the Treasurer to mail written notice of delinquency to the member.

**Section 6.4** *Enforcement of Dues*: Non-payment of dues is enforceable by placement of a lien on the member's property for the amount of the delinquent dues. If a member remains delinquent in dues after receiving written notice, the Board may meet and vote to file a lien on the property of the delinquent member.

**Section 6.5** *Reinstatement of Good Standing:* A member may reinstate their good standing by payment of delinquent dues and any costs associated with enforcement herein, including but not limited to any costs associated with recording and/or executing any lien, including any reasonable attorney's fees incurred by the Association.

## **ARTICLE VII** **Additional Items**

**Section 7.1** *Checks, Drafts, and the Like.* All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by the Treasurer, or the Vice President in the absence of the Treasurer.

**Section 7.2** *Deposits.* All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 7.3** *Right of Enforcement.* In the event of a violation of any of the provisions of any covenant or amended covenant, the Association or any Member shall have the right to enforce the covenants and pursue any and all remedies at law or in equity available under Indiana law, with or without proving actual damages, including the right to secure injunctive relief. The Association and/or any Member shall be entitled to recovery of all costs incurred in the enforcement of said covenants, including reasonable attorney's fees and associated legal costs.

**Section 7.4** *Books and Records.* The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors and a record giving the names and address of the members entitled to vote. Any member may inspect all books and records of the Association for any purpose at any reasonable time.

**Section 7.5** *Dissolution.* Distribution of Property upon Dissolution. Upon Dissolution of the Association and after all outstanding debts and claims have been satisfied, the Members shall distribute the property of the Association to such other organizations maintaining an objective similar to that set forth, herein which are or may not be entitled to exemption under Section 501(c)(3) of the Internal Revenue Code or any future corresponding provision.

## **ARTICLE VIII** **Amendments to By Laws**

These By Laws may be amended by the affirmative vote of a majority of the Membership, at a meeting of the Board, provided that the text of the proposed amendments shall have been sent to all Members, with the call for the meeting at least ten (10) days in advance of the meeting.

Adopted and approved this \_\_\_\_\_ day of \_\_\_\_\_ 2007, by majority vote of the membership present at a properly noticed meeting of the Sunblest Units I & II Civic Association, Inc.