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TORIE KELLEY

HOWARD COUNTY IN RECORDER

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**CODE OF BY-LAWS
OF
PRAIRIE FARMS HOA INC.
(Applicable to Prairie Farms Subdivision Sections One, 2 & 3 recorded as
Instrument Nos. 0534015440, 2334013521 & 2334013522)
(And Amended and Restated Covenants and Restrictions No. 2334013636)**

**ARTICLE I
NAME AND LOCATION**

The name of the Corporation is Prairie Farms HOA Inc., (hereinafter referred to as "Association"). The principal office of the Corporation shall be located in Howard County, Indiana, and meetings of members and directors may be held at such places within Howard County, Indiana, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The definitions in the Covenants and Restrictions for all Sections of Prairie Farms Subdivision as amended from time to time are applicable to this Code of By-Laws.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meeting. The annual meeting of the Members shall be held each year at a place and time to be set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the president or by the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote.

Section 3. Notice of Meeting. 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 ten (10) days before such meeting to each

Member entitled to vote, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association 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. The Owners of each Lot shall be entitled to one vote. If there are more than one owner of a Lot, the co-owners must agree on any vote in order for the vote to count.

Section 4. Quorum. The number of Lots represented by Members present at a meeting of Members entitled to vote after proper notice is given shall constitute a quorum for any action except as otherwise required in the Articles of Incorporation, the Covenants and Restrictions, or these By-Laws.

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

Section 1. Board of Directors. The affairs of this Association shall be managed by a Board of Directors. The Board of Directors shall be appointed by the Developer, Citation Partners LLC until all of the lots in the subdivision are sold, or until the Developer relinquishes this authority, whichever occurs first. Thereafter, the Board of Directors shall be elected at the annual meeting by a majority vote of the Members present at the meeting, and shall hold office until the next annual meeting of the Association or until their successors are elected and qualified. As long as the Developer is in control as provided herein, the number of Directors shall be not less than two nor more than nine. Thereafter, the number of Directors shall be not less than three (3) nor more than nine (9) as determined by a majority vote of the Members present at an annual meeting.

Section 2. Removal. While the Developer has the authority to appoint Directors, only the Developer can remove a director. Thereafter, any director may be removed from the Board, with or without cause, by a majority vote of all Members of the Association at a special meeting called for that purpose. If the total number of Directors is less than three (3) due to death, resignation or removal of directors, successors shall be selected by the remaining members of the Board to serve until the next annual meeting.

Section 3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4. 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
ELECTION OF DIRECTORS

While the Developer is in charge, the Directors shall be appointed by the Developer. Thereafter the Members shall determine the number of directors at the next annual meeting and the election of the Board of Directors shall be at the said annual meeting. At such election the Members may cast one vote for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. At the first election the first members of the Board of Directors shall be for three staggered terms of one, two and three years respectively. Thereafter the terms of the members of the Board of Directors will be three years. There shall be no limit on the number of terms for a Director.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors may be held at such place and hour as may be fixed from time to time by resolution or agreement of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3. Quorum. Provided notice is given at least three (3) days before a meeting, a majority of the number of directors serving 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 easements and Tracts, and the personal conduct of the members and their guests within the subdivision but only outside of a dwelling, to establish penalties for the infraction thereof, and to enforce the Rules and Regulations;

(b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice, for a period not to exceed sixty (60) days for 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 Covenants and Restrictions of the Subdivision;

(d) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(e) enforce the Covenants and Restrictions and Rules and Regulations.

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 members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) as more fully provided in the Covenants and Restrictions, to:

(i) fix the amount of the annual assessment against each Unit in advance of each annual assessment period;

(ii) send written notice of each delinquent assessment to every Owner subject thereto at least thirty (30) days after due date and to bring an action at law against the Owner personally who is obligated to pay the same.

(d) 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 issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability insurance, including officer and director liability insurance, and select bids from various insurance companies for such insurance. In the event a person is employed as an employee, worker's compensation insurance shall also be purchased;

(f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) cause the sign, Tracts, retention ponds, and the Goyer Road grass right of way to be maintained and to perform the required duties of the Association under the Covenants and Restrictions.

ARTICLE VIII
OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall consist of a president, one or more vice-presidents, a secretary and a treasurer, all of whom shall be members of the Association and elected by the Board.

Section 2. Election of Officers. The election of Officers by the Board of Directors shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until their successors are elected unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association 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 officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. One person may hold up to two offices at the same time. No person shall simultaneously hold more than two of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. 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; and shall sign all contracts and other written instruments that have been approved by the Board of Directors.

(b) VICE-PRESIDENT. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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; keep the corporate seal of the Association, if any, and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association 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 Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members, and shall file any required tax returns for the Association. The Board of Directors may employ an independent contractor to perform portions of the Treasurer's duties.

ARTICLE IX **COMMITTEES**

The Board of Directors may serve as the Architectural Control Committee or may appoint an Architectural Control Committee, as provided in the Covenants and Restrictions. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes.

ARTICLE X **BOOKS AND RECORDS**

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

ARTICLE XI **ASSESSMENTS**

As provided in the Covenants and Restrictions, each Member is obligated to pay to the Association annual assessments, and special assessments when deemed necessary by the Board of Directors, which are secured by a continuing lien upon the Lot 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 thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 1.0% per month and the Board of Directors may bring an action at law in the name of the Corporation against the owner personally obligated to pay the assessment or foreclose the lien against the Lot. Interest, costs and attorney fees of any such

action shall be added to the amount of the assessment. No owner may waive or otherwise escape liability for assessments provided herein by non-use of the Maintenance Easements or abandonment of his Lot. The personal obligation for delinquent assessments shall pass to his successors in title. Assessments cannot be increased by more than 10% in any year without the approval of the Members at the annual meeting or a duly called special meeting of the Members for that purpose.

ARTICLE XII CORPORATE SEAL

The Board of Directors may authorize the Corporation to have a corporate seal and to cause the seal to be affixed to documents executed by officers of the Corporation. However, the use of a corporate seal or an impression thereof shall not be required upon, and shall not affect the validity of, any instrument whatsoever.

ARTICLE XIII AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of the Board members present if a quorum is present.

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

ARTICLE XIV INSURANCE

Section 1. Association's Requirements. The Association shall purchase broad form Comprehensive Liability coverage in such amounts and in such forms as the Board of Directors shall deem appropriate. Such coverage shall be issued in the name of the Corporation and shall include coverage for its officers, directors and members. A copy of the policy shall be furnished to any member on request. Coverage under this policy shall include but not be limited to, legal liability of the Association for bodily and personal injuries, property damages, operation of motor vehicle on behalf of the Association and operations and maintenance as may be required under these By-Laws, including officers and directors' liability.

Section 2. Owners' Requirements. Each Owner, and not the Association, shall have the responsibility of obtaining and keeping in full force and effect at his sole expense, standard fire and extended coverage insurance on his dwelling and lot to assure full replacement therefor and broad form Comprehensive Liability.

Section 3. Any loss, casualty or otherwise, to a dwelling or other improvement, shall be repaired or replaced at the Owner's sole expense or from insurance proceeds, if applicable. The Association will not insure any of the dwellings or improvements on any of the properties.

ARTICLE XV
MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

Section 2. In any successful action brought by the Board of Directors of Prairie Farms HOA Inc., to collect assessments or otherwise enforce any of the Covenants and Restrictions or Rules and Regulation, it shall be entitled to collect attorney's fees, court costs and other expenses of litigation.

IN WITNESS WHEREOF, we, being all of the Directors of Prairie Farms HOA Inc., certify that the foregoing Code of By-Laws was duly approved and we have hereunto set our hands and seals this 27 day of SEPTEMBER, 2023.



Steven R. Schreckengast - Director
of Prairie Farms HOA Inc.



Jason Schreckengast - Director
of Prairie Farms HOA Inc


STATE OF INDIANA)
) SS: ACKNOWLEDGMENT
COUNTY OF HOWARD)

Before me, a Notary Public in and for said County and State, personally appeared **Steven Schreckengast and Jason Schreckengast**,* who acknowledged the execution of the foregoing instrument, as their voluntary act for the purpose stated therein, and who, having been duly sworn, stated that any representations therein contained are true.

Witness my hand and Notarial Seal this 27 day of SEPTEMBER, 2023.

* Directors of Prairie Farms HOA Inc.

Beverly E Wilson
Printed: _____
Resident of _____
My Commission Expires _____
Commission No. _____
NOTARY PUBLIC



This instrument prepared by: J. Conrad Maugans, Attorney at Law. (23-254)

I affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. – J. Conrad Maugans