

Crooked Creek Heights South Neighborhood Association

ARTICLE I: MEMBERS

Section 1: Membership.

Any person who is a resident of the geographical area defined in this Code of By-Laws may become a member of the Crooked Creek South Neighborhood Association (hereinafter "Association") upon receipt of the membership dues defined in section 8.

Section 2: Geographical Area.

The geographical area to which Crooked Creek South Neighborhood Association shall be limited is as follows:

North:	79th Street
East:	Pershing
West:	New Augusta Road
South:	71st Street

This geographical area is specifically designed to include all of the Crooked Creek Heights South Neighborhood, but shall not include any area within the geographical area which is subject to a separate, independent, neighborhood, homeowners, apartment or condominium association, except the Pike Township Residents' Association, Inc.

Section 3: Membership Application and List.

The Chairperson of the Membership Committee shall maintain or cause to be maintained a complete and accurate list of all members of the Association entitled to vote, and such list may be inspected by any member for any proper purpose at a reasonable place and time.

Section 4: Terms of Membership.

Any person who becomes a member of the Association shall continue to be a member so long as he or she continues to be qualified to become a member of the Association and continues to be in good standing through the payment of dues. Dues may be waived for any member by a majority vote of the Board of Directors. Any voting membership may be suspended or terminated for cause by a majority vote of the Board of Directors. Cause shall include a violation of law, non-payment of dues, or a violation of these Code of By-Laws.

Section 5: Membership Certificate.

As provided by law, each member of the Association shall be entitled to receive a membership certificate upon request, which shall be signed by the President or Vice-President and attested by the Secretary or Assistant Secretary, and which shall appropriately state that he or she is a member of the Association. The form of such certificate shall be prescribed by the resolution of the Board of Directors.

Section 6: Transfer of Membership Certificates.

Membership certificates of the Association shall not, after issuance, be transferable or assignable.

Section 7: Purpose of Assessments

General assessments levied by the Association shall be exclusively to promote the recreation, health, safety, and welfare of the members and their families; for the performance of the duties and exercise of the power of the Association as set forth in the By-Laws; for the payment of proper expenses and costs incurred by the Association in performance of its duties provided however, that no assessments shall be levied for, nor will and funds of the Association be used for the purchase of any clubhouse facility or swimming pool.

Section 8: Dues

The membership dues (excluding easement maintenance and landscaping fees) shall be payable when and as directed by the Board of Directors. A family unit membership shall be required to pay a single resident membership dues. Membership dues shall not increase more than ten percent (10%), from one year to the next, without a vote by all the members. A two-thirds (2/3) majority of ballots received shall constitute passage of the proposed increase.

Crooked Creek Heights South Neighborhood Association

ARTICLE II: MEETING OF MEMBERS

Section 1: Place of Meetings.

Meetings of the Association shall be held at such place as shall be specified in the notices thereof.

Section 2: Annual Meetings.

The annual meeting of the members of the Association shall be held on the Second Saturday of June each year or at such time and place as determined by the Board of Directors or a committee thereof not less than fifteen days prior to such meeting.

Section 3: Special Meetings.

Special meetings of the members of the Association may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than ten percent (10%) of all members of the Association.

Section 4: Notice of Meetings.

At least fifteen days before the date of any meeting of the members of the Association, written notice stating the place, day and hour of such meeting and the purpose for which it is called shall be mailed or delivered to each member of the Association by the Secretary of the Association, by an officer or person calling the meeting, or by a person designated by either of them. Attendance at any meeting in person or by proxy shall constitute waiver of notice of such meeting.

Section 5: Quorum.

At any meeting of members, twenty percent (20%) of the members of the Association present in person, or by written proxy, shall constitute a quorum, and a majority vote by any such quorum shall be necessary for the transaction of any business, unless a greater number is required by law or by its Code of By-Laws. Each member is entitled to one (1) vote per household. Written proxies must be in a sealed envelope and delivered by the voting member to the Secretary, Vice-President or President.

Section 6: Rules of Order.

Meetings of members shall be governed by the rules contained in Robert's Rules of Order, Revised in all cases in which such rules are applicable and in which they are not inconsistent with this Code of By-Laws or any special rules of order of the Association as established by the Board of Directors.

Crooked Creek Heights South Neighborhood Association

ARTICLE III: BOARD OF DIRECTORS

Section 1: Board of Directors

The business and affairs of the Association shall be arranged and managed by the Board of Directors (hereafter referred to as "Board" and shall be individually referred to as "Director").

Section 2: Qualifications.

The qualifications for all Directors shall be the same as those for voting members. In addition, no two members of a family unit may serve as Directors concurrently.

Section 3: Number.

The Board shall consist of eleven (11) voting members. Specifically the Board shall be composed of the following individuals:

- a) Nine Directors: one (1) Director per ten to fifteen percent (10-15%) of the homes in the geographical area defined in the Code of By-Laws. Each Director's geographical area shall be redefined annually until completion of the subdivision;
- b) The President of the Association;
- c) The Vice-President of the Association;
- d) The Treasurer and Secretary shall attend all Board meetings as non-voting participants.

Section 4: Nomination.

Nomination for election to the Board shall be made by the Nominating Committee as defined in this Code of By-Laws. Nominating may also be made from the floor at the annual meeting by any member of the Association. Such nominations may only be made from among members of the Association.

Section 5: Election.

Election to the Board shall be by secret written ballot. At such election, each member may cast one (1) vote per household for each vacancy. The person receiving the largest number of votes for each vacancy shall be elected.

Section 6: Term of Office.

Each elected Director shall hold office for a term of two (2) years or until their successors have been duly elected and qualified. The Board shall be elected at each annual meeting two years subsequent to the last election held for the Board.

Section 7: Removal.

Any Director may be removed from the Board by a majority vote of the members of the Association. In the event of death, resignation, or removal of a Director, a successor shall be selected by the remaining Directors and shall serve for the remainder of the unexpired term.

Section 8: Compensation.

No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 9: 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 Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Crooked Creek Heights South Neighborhood Association

ARTICLE IV: MEETINGS OF DIRECTORS

Section 1: Regular Meetings.

Regular meetings of the Board of Directors shall be held quarterly, with notice, at such place and hour as may be fixed from time to time by the resolution of the Board.

Note: The above section was changed from bi-monthly by a vote of at least 2/3 of the Board of Directors at the annual meeting held June 27, 1994.

Section 2: Special Meetings.

Special meetings of the Board shall be held when called by the President of the Association or by any five (5) Directors, with at least 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 action or decision made by a majority vote of the Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Crooked Creek Heights South Neighborhood Association

ARTICLE V: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers.

The Board of Directors shall have the power to:

- a) 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;
- b) declare the office of a Director to be vacant in the event such Director shall be absent from two (2) consecutive meetings of the Board;
- c) employ an independent contractor or such other individuals as they deem necessary, and to prescribe their duties.

Section 2: Duties.

It shall be the duty of the Board of Directors to:

cause to be prepared an annual financial statement of its financial expenditures 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 more than fifty percent (50%) of the Members who are entitled to vote;

supervise all officers, agents, and independent contractors of this Association, and to see that their duties are properly performed;

assure the maintenance of landscape easements in accordance with the covenants drafted by the developer of the subdivision:

"The areas designated on the plat at the entranceways to the total number of subdivision as landscaped easements or landscape and utility easements shall be maintained as respects the landscape and entrance wall by the title owner of the lot upon which same exists, provided however, if the property owners within all of the sections of the subdivision created a homeowners organization to which at least thirty percent (30%) of the lot owners in the subdivision belong, then, and in that event, the maintenance responsibility herein mentioned shall instead be that of the home owners organization. Whoever has the maintenance responsibility herein detailed shall have the right of contribution to the extent of money so expended from each lot owner on an equal proratable basis for all lots in all of the sections of this subdivision.

Each lot owner's obligation shall mature thirty (30) days after date of receipt of notice of his obligation and shall draw interest at twelve percent (12%) after the obligation matures with reasonable attorneys fees if such services are required to secure payment."
(Section 14)

Crooked Creek Heights South Neighborhood Association

ARTICLE VI: COMMITTEES

Section 1: Creation of Committees.

The Board of Directors may from time to time create committees consisting of members of the Association and members of the Board for any special purposes as deemed appropriate by the Board. These committees shall act with the authority granted to any or all of them by the Board.

Section 2: Standing Committees.

The standing committees of the Association shall include the Executive Committee, Membership Committee, and Nomination Committee. No one person may serve on more than two committees at any one time, and no two members of one family unit may serve on the same committee concurrently. The Board shall at all times be entitled to exercise any powers delegated to any standing committee by this Code of By-Laws or otherwise. Members of the standing committees shall consist of members of the Association or any member of the Board. Each standing committee shall elect one of its members as a Chairperson and one of its members as a Secretary to record minutes of any meetings of the committee. Each standing committee shall have meetings as deemed necessary by its Chairperson, the Board, or the President of the Association. Each standing committee shall submit to the Board, upon request, a report of its activities.

Section 3: Executive Committee.

The Executive Committee shall consist of all officers and any other director designated by the Board. The President shall act as Chairperson of the Executive Committee and the Secretary shall act as Secretary of the Executive Committee. During intervals between the meetings of the Board, the Executive Committee shall have and may exercise all of the authority of the Board in the management of the Association subject to any restrictions imposed by law, this Code of By-Laws, or any express policy of the Board. This committee shall also determine the financial needs of the Association on a yearly basis and propose a budget for operating expenses to the Board who shall determine the annual dues per member in keeping with these By-Laws.

Section 4: Membership Committee.

The Membership Committee shall consist of three (3) or more members of the Association and shall be responsible for informing new residents about the Association in efforts to recruit them. It shall also be responsible for maintaining a list of current members of the Association and assuring that all members are in good standing.

Section 5: Nomination Committee.

The Nomination Committee shall consist of three (3) or more members of the Association designated by the Board to be responsible for the nomination of directors and officers. The Nomination Committee shall complete its nominations and present them to the Board at least one month prior to the annual meeting. It shall be the duty of the Nomination Committee to recommend at least one nominee for each position to be filled and to secure his or her consent to serve if elected. The Nomination Committee shall also be responsible for nominating potential committee members and presenting such nominations to the Board upon request. This committee shall also be responsible for the tabulation of all ballots.

Crooked Creek Heights South Neighborhood Association

ARTICLE VII: OFFICERS

Section 1.

The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such subordinate officers as the Board shall deem necessary.

Section 2: **Qualifications for Office.**

The qualifications for all officers shall be the same as those for voting members. In addition, no two members of a family unit may serve as officers concurrently.

Section 3: **Nomination.**

Nomination for election to an office shall be made by the Nominating Committee as defined in this Code of By-Laws. Nominating may also be made from the floor at the annual meeting by any member of the Association. Such nominations may only be made from members of the Association.

Section 4: **Election.**

Election to an office shall be by secret written ballot. At such election, each Member may cast one (1) vote per household for each vacancy. The person receiving the largest number of votes for each vacancy shall be elected.

Section 5: **Term of Office.**

Each elected Officer shall hold office for a term of two (2) years or until their successors have been duly elected and qualified. The officers shall be elected at each annual meeting two years subsequent to the last election held for Officers.

Section 6: **Removal.**

Any officer of the Association may be removed from office by a two-thirds (2/3) vote of the Board whenever, in its judgment, the best interest of the Association will be served. In the event of death, resignation or removal of an officer, a successor shall be selected by the Board and shall serve for the unexpired term.

Section 7: **Compensation.**

Officers shall not be compensated. However, an officer may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 8: **Delegation of Official Authority.**

In the case of absence or disability of any officer of the Association, the Board may delegate the power or duties of such officer for a specified time.

Crooked Creek Heights South Neighborhood Association

ARTICLE VIII: POWERS AND DUTIES OF OFFICERS

Section 1.

The President shall:

- a) preside over all meetings of the Association, the Board of Directors, and the Executive committee except those assigned to other officers;
- b) when necessary, appoint officers, standing committee members, and other such committee members as may be deemed necessary by the Board;
- c) serve as spokesperson for the Association before the Public;
- d) have the right to be a member of any committee;
- e) sign all leases, contracts, and tax returns for the Association;
- f) co-sign all disbursements with the Treasurer.

Section 2.

The Vice-President shall:

- a) serve as President pro-tem in the absence of the President and shall assume the powers and duties of the President until the next election if a vacancy occurs in the office of the President;
- b) represent the interests of the area and work for the involvement and participation of all members in the programs and projects of the Association.

Section 3.

The Secretary shall:

- a) keep and maintain a book of minutes of all meetings of the Board, Association, and Executive Committee;
- b) note in the minutes the nature of the meetings, how authorized, and the proceedings thereof;
- c) retain a log listing those members, visitors, and directors present at each meeting;
- d) obtain when needed from the Membership Committee a complete and accurate list of all members of the Association entitled to vote.

Section 4.

The Treasurer shall:

- a) keep and maintain adequate accounts of the business transactions of the Association's assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;
- b) deposit all monies and other valuables in the name and to the credit of the Association and render an account of all transactions as Treasurer;
- c) insure that the books of account be open to inspection by any member of the Board;
- d) prepare financial statements for presentation to the Board, Executive Committee, and annual Association meetings, or upon written request by fifty percent (50%) of the membership;
- e) maintain an accounting of funds received from general dues and landscape easement assessments by street/area.
- f) co-sign all disbursements with the President;
- g) prepare all necessary tax filings.

Crooked Creek Heights South Neighborhood Association

ARTICLE IX: MISCELLANEOUS

Section 1: Indemnification of Directors and Officers.

Each director and officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the Association shall reimburse each such person for all legal expenses reasonable incurred by him in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or reimbursed for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer may otherwise be entitled by law.

Section 2: Seal.

The Association shall have a seal in circular form with "CCSNA" on the top of its periphery, the word Indiana around the bottom and the words "non-profit" through its center.

Crooked Creek Heights South Neighborhood Association

ARTICLE X: AMENDMENTS

Section 1: Amendments to By-Laws.

These By-Laws may be amended at a regular or special meeting by the Board by a vote of two-thirds (2/3) of the entire Board. All amendments of the By-Laws made by a vote of the Board shall be addressed and reported to the Association membership at the first annual members' meeting held subsequent to said amendment.