

BY-LAWS OF
ROBERTS RIDGE SUBDIVISION
HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

GENERAL

Section 1. The name of the corporation is ROBERTS RIDGE SUBDIVISION HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association.")

Section 2. The principal office of the Association shall be located at 2201 Aberdeen Way, Lafayette, IN. 47909 until and unless changes in accordance with law by the Board of Directors.

Section 3. 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, except that the first fiscal year shall begin on the date of incorporation.

ARTICLE II

DEFINITIONS

Section 1. "Declarant" shall mean REL Enterprises, LLC, and its successors and assigns of whom it designates in one or more written recorded instruments to have the rights of Developer under the Declaration, including, without limitation, any mortgagee acquiring title to any portion of the Property (as such term is defined in the Declaration) pursuant to the exercise of rights under, or foreclosure of, a mortgage executed by Developer.

Section 2. "Declaration" shall mean and refer to the Restrictive Covenants of ROBERTS RIDGE SUBDIVISION which was recorded in the Office of the Recorder of Tippecanoe County, Indiana on November 19, 2012, as Instrument No. 201212026084.

Section 3. "Association" shall mean and refer to this corporation, which is also referred to as the "Association" in the Declaration and the "Corporation" in the Articles of Incorporation of this the Association.

Section 4. "Applicable Date" shall mean and refer to the date the Class B membership terminates as specified in Section 5.03(b) of the Articles of Incorporation of this Association.

Section 5. All of the terms as defined and used in the Declaration shall have the same meanings in these By-Laws and reference is specifically made to Article II of the Declaration containing definitions of terms.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership, Transfer, Voting Rights. Reference is hereby made to Article IV of the Restrictive Covenants and Article V of the Articles of Incorporation which sets forth terms, provisions, and conditions governing and relating to membership in the Association, transfer of membership and voting rights of classes of Members, all of which terms, provisions, and conditions are incorporated herein by reference.

Section 2. Quorum. The presence at the meeting of thirty percent (30%) of members entitled to cast, or of proxies entitled to cast, the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictive Covenants, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the meeting shall re-adjourn within seven (7) days thereof, without notice other than announcement at the meeting. The presence at the re-adjourned meeting of fifteen percent (15%) of members entitled to cast, or of proxies entitled to cast, the votes of each class of membership, shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Restrictive Covenants, or these By-Laws.

Section 3. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Association before the appointed time of each meeting of the Members of the Association. Cumulative voting shall not be permitted.

Section 4. Majority Required. A majority of the votes of Members present (in person or by proxy) at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Association except on matters where a greater vote is required by the Declaration, the Articles of Incorporation, the By-Laws or by statute.

Section 5. Meetings. Meetings of the Members of the Association shall be in accordance with the following provisions:

- A. Place. Meetings of the Members shall be held at such place in Tippecanoe County, Indiana, as may be designated by the Board of Directors or the Association.
- B. Annual Meetings. The first annual meeting of the Members shall be held within six (6) months after the close of the first fiscal year of the Association, the exact date to be decided by the Board of Directors. At such first annual meeting of the Members,

Members may designate a regular day or date for successive annual meetings, which date shall be not more than six (6) months after the close of each fiscal year of the Association. If the Members fail to designate such a regular day or date, the Board of Directors may continue to designate the day or date of the next annual meeting until such a designation is made by the Members. If any designated day or date falls upon a legal holiday, the actual date of the meeting shall be the next business day succeeding such designated day or date.

- C. Special Meetings. Special meetings of the Members shall be called by the president of the Association, by resolution of the Board of Directors of the Association, or upon a written demand for a special meeting submitted to the Board of Directors by ten percent (10%) of the members that describes the purpose for which the meeting is to be held and is signed by the members requesting the special meeting. If the Board of Directors does not send out a notice of the date, time, and place for the special meeting within thirty (30) days from the date that it receives a valid, written demand from the members, a member that signed the written demand may set the date, time, and place for the special meeting, and send out the notice to other members. Notice of any special meeting shall state the date, time, and place of such a meeting, and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.
- D. Notice of Meetings. Written notice of any meeting called for the purpose of taking any action authorized hereinabove shall be sent to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast thirty percent (30%) of all votes of each class of membership shall constitute a quorum. If the required quorum is not present, another meeting shall re-adjourn within seven (7) days thereof, without notice other than announcement at the meeting. The presence at the re-adjourned meeting of members or of proxies entitled to cast fifteen percent (15%) of all the votes of each class of membership shall constitute a quorum.
- E. Order of Business. The order of business at all meetings of the members shall, to the extent applicable, be as follows:
 - 1. Roll call
 - 2. Proof of notice of meeting or waiver of notice
 - 3. Reading of minutes of preceding meeting
 - 4. Reports of officers
 - 5. Reports of committees
 - 6. Election of directors
 - 7. Unfinished business
 - 8. New business

- F. Voting by Co-Owners and Entities. The vote appurtenant to any Lot in which more than one person owns an interest may be exercised by any of such persons present at any meeting, unless the Association is advised (by objection or protest at the meeting or written notice thereto) by any other person owning an interest in such Lot that the Owners of the Lot are unable to agree upon the manner in which the vote appurtenant to such Lot shall be cast at such meeting or on any particular question to come before such meeting. In such event, the vote appurtenant to the Lot shall not be counted at the meeting or on the particular question noted, as the case may be. In the event any Lot is owned by a corporation, then the vote appurtenant to such Lot shall be cast by a person designated in a certificate signed by the president or any vice president of such corporation and attested by the secretary or an assistant secretary or such corporation and filed with the Secretary of the Association prior to the meeting. The vote appurtenant to any Lot owned by a trust or partnership may be exercised by any trustee or partner thereof, as the case may be, and unless an objection or protest by any other such trustee or partner is noted at such meeting or in writing prior thereto, the Chairman of such meeting shall have no duty to inquire as to the authority of the person casting such vote or votes.
- G. Suspension of Voting Rights. No Class A Member shown on the books or management accounts of the Association to be more than six (6) months delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy, or to be elected to the Board of Directors.

Section 6. Roster of Members. The Association must maintain the following Information, which shall be made available to members upon request and only used by members for a purpose related to the operation of the Association and which may not be sold, exchanged, or otherwise transferred to any person:

- A. Roster. A current roster of all members
- B. Mailing Address. The mailing address and legal description for each member
- C. Email and Fax. Email addresses or facsimile (fax) numbers, but only if members have consented to receive notice by email or fax. Email addresses and facsimile (fax) numbers shall be removed from the Association's records when the member revokes consent to receive notice by said means. The Association shall not be liable for an erroneous disclosure of an email address or fax number.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. The Initial Board of Directors, named in section 6.02 of the Articles of Incorporation of this Association, shall serve as the Board of Directors of the Corporation until the Applicable Date and, in the event of any vacancy or vacancies occurring in the Initial Board for any reason or cause whatsoever prior to the Applicable Date, every such vacancy shall be filled by an individual appointed by Declarant. Any such individual appointed by Declarant shall thereafter be deemed a member of the Initial Board. After the Applicable Date, 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 of the members of the Association. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors at each annual meeting of the Members and shall serve until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made only from among Members of the Association, or persons deemed to be Members eligible to serve as directors thereof or otherwise eligible to serve on the Board of Directors in accordance with the Declaration and the Articles of Incorporation of the Association.

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

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Qualification. Until the Applicable Date, the affairs of the Association shall be governed by the Initial Board of Directors and shall consist of not fewer than two (2) members nor more than five (5) members. After the Applicable Date, the affairs of the Association shall be governed by a Board of Directors composed of five (5) persons.

Section 2. Additional Qualifications. Where an Owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner or partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity, shall be eligible to serve on the Board of Directors of the Association, except that no Lot may be represented on the Board of Directors by more than one person at a time.

Section 3. Initial Board of Directors. The initial Board of Directors named in the Articles of Incorporation (the "Initial Board") shall maintain, manage, and administer the affairs and the property of the Association until the Applicable Date

Section 4. Term of Office Generally. At such first annual meeting of the Members of the Association, the Members required by the Declaration, other provisions of these by-laws, the Articles of Incorporation, or statute shall elect one-third (1/3) of the Board of Directors for a term of one year, one-third (1/3) of the Board of Directors for a term of two years and one-third (1/3) of the Board of Directors for a term of three years; and at each annual meeting thereafter the Members shall elect Board of Director members for a term of three years. Each Board of Director member shall hold office until the next annual meeting of Members and until their successors are elected and qualified.

Section 5. 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 special meeting when such statement is required in writing by members holding twenty-five percent (25%) of the total votes of all classes of membership entitled to vote;
- B. To supervise all officer, agents, and employees of the Association;
- C. To establish the annual assessment period and fix the amount of the annual assessment against each member for each Lot owned, all in accordance with the terms of the Declaration and the By-Laws.
- D. To fix the amount of any special assessment against each member for each Lot owned, all in accordance with the terms of the Declaration and these By-Laws;
- E. To send written notice of each assessment to each Owner in accordance with the Declaration;

- F. To foreclose the Association's lien for assessments against any property for which assessments are not paid within thirty (30) days after the due date thereof or to bring an action at law against the Owner or other person personally obligated to pay the same;
- G. To issue, or to cause an appropriate officer to issue, upon demand by any person or entity, a certificate setting forth whether or not any assessment has been paid;
- H. To procure and maintain the insurance coverages required by the Declaration and such other insurance coverages as the Board of Directors, in its sole discretion, deems necessary or advisable;
- I. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, and at least as required by the Declaration; and;
- J. To cause all of the Common Areas and all easements hereunder, but not limited to Landscape Easements, Drainage Easements, and Utility Easements to be maintained to the extent to the Association's responsibilities therefor as provided in the Declaration.

Section 6. Vacancies. Until the Applicable Date any vacancy in the Board of Directors shall be filled by the Declarant. Thereafter, any vacancy in the Board of Directors shall be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a director for the unexpired term of his predecessor, or until his successor is elected.

Section 7. Compensation. No Director shall receive compensation for any service he may render to the Association as such director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, and any Director may be paid and compensated for services to the Association in a capacity other than a director.

Section 8. Removal of Directors. After the Applicable Date, any Director may be removed with or without cause by a majority vote of the members of the Association. Prior to the Applicable Date, any Director may be removed, with or without cause by the Declarant.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such regular intervals, without notice, at such place and hour as may be determined from time to time by resolution of the Board of Directors. 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 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally, by mail, telephone, or other electronic means, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the Directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a Director at any meeting of the Board of Directors shall be deemed a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the board, no notice shall be required, and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors except as otherwise provided in or required by the Declaration, Articles of Incorporation, these By-Laws, or statute. If, at any meeting of the Board of Directors, there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. 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.

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors, and such other officers as the Board of Directors 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 of the Association.

Section 3. Term. The officers of the Association shall be elected annually by the Board of Directors, and each shall hold office for one (1) year or until his successor is elected and qualified unless he shall sooner resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors 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 of Directors may, from time to time, determine.

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

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

Section 7. Multiple Offices. The offices 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 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. He shall see that orders and resolutions of the Board are carried out. He shall have the power to appoint committees from among the members of the Association from time to time as he may in his discretion deem appropriate to assist in conducting the affairs of the Association. The President shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock operation organized under the laws of the State of Indiana.
- 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 by him by the board of Directors or as are delegated to him by the President.

- C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors 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 of Directors.

- 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; and 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.

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint the committees provided for in the Declaration and the Nominating Committee referred to in Article IV of these By-Laws. In addition, the Board of Directors or the President may appoint various other committees to carry out the purposes of the Association. Except as otherwise expressly provided in Article IV of these By-Laws with respect to the Nominating Committee, members of such committees may, but need not, be members of the Board of Directors.

ARTICLE VIII

ANNUAL BUDGET, BOOKS OF ACCOUNT, AND FISCAL YEAR

Section I. Annual Budget. The Association shall prepare an annual budget that includes the estimated revenues and expenses for the budget year and the estimated surplus or deficit as of the end of the current budget year. The Association shall provide each member with a copy of the proposed annual budget or written notice that a copy of the proposed annual budget is available upon request at no charge to the member. Before the meeting required to be held under this section, the Association shall also provide written notice of the amount of any increase or decrease in the regular annual assessment that would occur if the proposed annual budget is approved. The annual budget must be approved at a meeting of the members by a majority of the members in attendance (either in person or by proxy, or other means allowed under Indiana law, the Declaration, or the Articles of Incorporation.). If there is not a quorum, then the board may adopt a budget that does not exceed 110% of the last approved annual budget.

Section 2. Books of Account. The Association shall keep detailed books of account showing all expenditures and receipt of administration which shall specify the maintenance and repair expenses of the common areas and all easements including, but not limited to landscape easement, drainage easement and utility easement areas and any other expenses incurred by or on behalf of the Association and the members. Such accounts, books, records, financial statements, and other papers of the Association shall be open for inspection by the members and other persons having an interest in any Lot, including any Owner, any lender and any holder, insurer, or guarantor of the first mortgage on any Lot during reasonable business hours or under other reasonable circumstances and shall be reviewed annually by qualified auditors. The cost of such review shall be a common area expense. Any holder, insurer, or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive an unaudited financial statement for the immediately preceding fiscal year free of charge of the requesting party and within a reasonable time of such request. Current copies of the Declaration, the Articles of Incorporation, and the By-Laws of the Association, and other rules concerning the Property, shall be available for inspection by any Owner and lender, and to holders, insurers, or guarantors of any first mortgage at the principal office of the Association during normal business hours or under other reasonable circumstances, where copies of the same and of audits may be purchased at reasonable costs.

Section 3. Fiscal Year. The fiscal year of the Association shall commence January 1 and end the last day of December each year; provided, however, that the fiscal year for purposes of the assessments may be different than the general fiscal year of the Association.

ARTICLE IX

CONTRACTS, LOANS, AND CHECKS

Section 1. Authorization. The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these By-Laws, no officer, agent, or employee shall have any power to bind the Association or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Limitation on Loans. Except when necessary to settle claims against the Association for a violation of a state or local law or to address an emergency that affects public health, safety, or welfare, the Association shall not borrow more than five thousand dollars (\$5,000.00) during a calendar year or ten percent (10%) of the annual budget for the previous year whichever is greater, unless a majority of the members vote to approve the proposed amount. The vote must be conducted by paper ballot. The ballots must be distributed at least thirty (30) days before the date that the votes are to be opened and counted. Votes must be opened and counted at a public meeting held by the Association.

Section 3. Limitation on Contracts. The Board of Directors of the Association shall not enter into a contract, except for contracts that would resolve, settle, or otherwise satisfy an act of enforcement against the Association for violating a state or local law, that would result in a new assessment or the increase in an existing assessment payable by the members of more than five hundred dollars (\$500) per year for each member unless: (1) the Board of Directors holds at least two (2) member meetings concerning the contract, and (2) the contract is approved by the affirmative vote of at least two-thirds (2/3) of the members. The Board of Directors shall give notice of the first meeting to each member at least seven (7) calendar days before the date the meeting occurs.

Section 4. Checks. All checks, drafts, or other orders for payment of money by the Association shall be signed by the President, Vice-President, Secretary, Treasurer, or such other person as the Board of Directors may from time to time designate by resolution.

ARTICLE X

GRIEVANCE RESOLUTION PROCEDURES FOR MEMBERS AND THE BOARD

Section 1. Applicability. If a member identifies any conduct of another member that is in violation of the use and occupancy of the lots as set forth in the Declarations, then the member must attempt to resolve the grievance in accordance with the procedures set forth herein before exercising any remedies available under the Declaration.

Section 2. Informal Resolution. The identifying member shall in good faith attempt to contact the member that has caused the grievance and attempt to resolve the grievance informally. If the members cannot reach a satisfactory resolution, then the identifying member shall submit the grievance to the Board of Directors.

Section 3. Submission of Grievance to Board of Directors. A grievance shall be submitted to the Board of Directors in writing and shall identify each alleged violation of the Declarations. The written submission shall include all the facts that are relevant to the alleged violation, including the date, time, and place of the alleged violation. A separate written submission must be made for each grievance.

Section 4. Actions of Board of Directors. Upon receipt of a valid grievance, the Board of Directors shall investigate the alleged violations of the Declarations as it deems appropriate. After considering the facts obtained from its investigation, the Board of Directors shall determine whether there has been a violation of the Declarations. If the Board of Directors determines that there has been a violation of the Declarations, it shall send written notice to the member in violation of the Declarations regarding the violation which sets forth the appropriate actions that must be taken to resolve the violation and shall take all other appropriate actions necessary to remedy the violation. If the Board of Directors determines that there has not been a violation of the Declarations, then it shall send a written notice of its findings to the identifying member. Any action taken by the Board of Directors with regard to the grievance must be agreed to by a majority of the Board of Directors. A copy of all written notices sent to the member alleged to be in violation of the Declarations shall be sent to the identifying member.

Section 5. Unsatisfactory Results. If the actions taken by the Board of Directors do not resolve the grievance to the satisfaction of the identifying member or if the Board of Directors has not provided written notice to the identifying member within thirty (30) days from the date that the written submission regarding the grievance was either placed in the mail or hand-delivered to the Board of Directors, then the identifying member may pursue any and all remedies available under the Declarations.

Section 6. Withdrawal of Grievance. An identifying member may withdraw a grievance at any time by giving written notice of the withdrawal to the Board of Directors. Notwithstanding the withdrawal of the grievance, the Board of Directors may choose to continue its investigation of the alleged violation of the Declarations and pursue any and all remedies available under the Declarations.

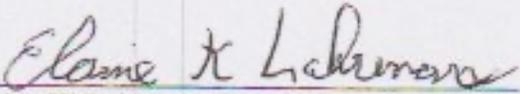
ARTICLE XI

MISCELLANEOUS

Section 1. These By-Laws may be amended, at a regular or special meeting of the Members of the Association, by a vote of a majority of a quorum of members present in person or by proxy. In addition, the Board of Directors of the Association shall have the right and power, without consent of the Members, to make, alter, amend, or repeal these By-Laws.

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

Dated this 4th day of FEBRUARY, 2013.


Elaine K. Lahrman, Secretary