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BLUEBERRY ISLAND HOMEOWNER'S ASSOCIATION
AMENDED AND RESTATED BY-LAWS
June 17, 2023

These By-Laws wholly supersede prior By-Laws of the association and become effective upon the date adopted by the membership. *CROSS REFERENCE to PLATS 5-65, 5-68, 5-100, 8-9*

ARTICLE I. - NAME AND LOCATION

The name of the Association is Blueberry Island Association, Inc., ("the Association"), which corporation, not-for-profit, is created pursuant to the laws of the State of Indiana. The principal office of the Association shall be as set forth in its Articles of Incorporation, ("the Articles"), and the place of meetings of members and of the Directors of the Association shall be at such place in Kosciusko County, as the Board of Directors ("the Board"), may from time to time designate.

ARTICLE II. - DEFINITIONS

All of the terms used herein shall have the same meanings as set forth in the Articles of the Association and in the Declaration of Covenants, Easements, Restrictions and Assessment Lien, (the "Declaration") encumbering the Lots, as that term is defined in the Declaration.

ARTICLE III. - MEMBERS

Section 1. Composition

All of the owners of the Lots of Blueberry Island Association shall be members of the Association. Owners of lots in good standing shall be entitled to one vote on each matter submitted to a vote of the members, to be exercised by the owners thereof, and when title to a Lot is in more than one person's name, such co-owners acting jointly shall be entitled to cast one vote. A Lot is in good standing if it is current in the payment of all Assessments as defined in the Declarations, and membership dues to the Association.

Section 2. Annual Meetings

Regular annual meetings of the Members shall be held on Third Saturday of June and at an hour established, from time to time, by the Board.

Section 3. Order of Business

At the appointed meeting hour, the following shall be the order of business.

- | | |
|---------------------------------------|--|
| a. Call to order | g. Old Business |
| b. Roll call | h. New business |
| c. Minutes of previous meeting | i. Report of President |
| d. Treasurers report | j. Election of Officers (Odd Years) |
| e. Committee Report | k. Members Comments/Adjournment |
| f. Dues | |

Section 4. Special Meetings

Special meetings of the Members may be called at any time by the president, by a majority of the Board, or upon written request of Members entitled to exercise one-fourth (1/4) or more of the voting power of Members.

Section 5. Notice of Meetings

Written notice of each meeting of 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 thirty (30) days before such meeting, to each Member-entitled to vote there at, 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, or by delivering a copy of that notice at such address at least thirty (30) days before the meeting, or by delivery a copy of that notice at such email address provided by the lot owner at least thirty (30) days before the meeting. The 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 6. Quorum

The Members present, in person or by proxy, at any duly called and noticed meeting of Members, shall constitute a quorum for such meeting. Members entitled to exercise a majority of the voting power of Members represented at a meeting may, at any time, adjourn such meeting. If any meeting is so adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting.

Section 7. Proxies

At any meeting of Members, a Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by a Member of his, her or its Lot.

Section 8. Voting Power

Except as otherwise provided in the Articles, the Declaration, or by law, a majority of the voting power of Members voting on any matter that may be determined by the Members at a duly called and noticed meeting shall be sufficient to determine that matter. Roberts Rules of Order shall apply to the conduct of all meetings of Members except as otherwise specifically provided in the Articles, Declaration, or by law.

Section 9. Action In Writing Without Meeting

Any action that could be taken by Members at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of Members having not less than a majority of the voting power of Members, or such greater proportion of the voting power as may be required by the Articles, Declaration, or by law.

ARTICLE IV. - BOARD OF DIRECTORS

Section 1. Officers

The Board shall consist of four Officers. The members shall elect a President, Vice President, Secretary and Treasurer, who will each serve a two-year term. If a vacancy occurs in the office of the President, the Vice President shall take the office of President and a new Vice President shall be appointed by the remaining officers. If a vacancy occurs in any other office, the remaining officers shall appoint a member to complete the unexpired term. Officers may be elected to serve consecutive terms. Elections shall be held on odd years at the annual meeting.

Section 2. Removal

Any Officer may be removed from the Board with or without cause, by a majority vote of the Members. In the event of the death, resignation or removal of an Officer, that Officer's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of Members, when an Officer shall be elected to complete the term of such deceased, resigned or removed Board member.

Section 4. Nomination

Nominations for the election of Officers to be elected by the Members shall be made by a nominating committee. Nominations may also be made from the floor at the meetings. The nominating committee shall consist of a chairman, who shall be a member of the Board, and two or more Members appointed by the Board. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

Section 5. Election

Election to the Board by the Members shall be by secret written ballot. At such elections, the Members or their proxies may cast, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected, and likewise, those receiving the largest number of votes shall be elected to the longest terms. Cumulative voting is not permitted.

Section 6. Compensation

Unless otherwise determined by the Members at a meeting duly called and noticed for such purpose, no Officer shall receive compensation for any service rendered to the Association as a Officer. However, any Officer may be reimbursed for his or her actual expenses incurred in the performance of duties as a Officer.

Section 7. Regular Meetings

Regular meetings of the Board shall be held no less than annually, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

Section 8. Special Meetings

Special meetings of the Board shall be held when called by the President or by a majority of the Board, after not less than three day notice to each Officer.

Section 9. Quorum

The presence at any duly called and noticed meeting, in person or by proxy, of the Officers entitled to cast a majority of the voting power of the Board shall constitute a quorum for such meeting.

Section 10. Method of Meetings

The Board may hold a meeting by any method of communication, including electronic or telephonic communication, provided that each member of the Board can hear or read in real time and participate and respond to every other member of the board.

Section 11. Attendance by Others

No owner other than an Officer may attend or participate in any discussion or deliberation of a meeting of the Board of Directors unless the board expressly authorizes that owner to attend or participate.

Section 12. Voting Power

Except as otherwise provided in the Articles, the Declaration, or by law, a vote of a majority of the Board members voting on any matter that may be determined by the Board at a duly called and noticed meeting at which a quorum is present shall be sufficient to determine that matter.

Section 13. Action In Writing Without Meeting

Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all of the Officers.

Section 14. Powers

The Board shall exercise all powers and authority, under law, and under the provisions of the Declaration, Articles and these By-Laws, that are not specifically and exclusively reserved to the Members by other provisions thereof or by law. Without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

- (a) Hire and fire managing agents, attorneys, accountants, and other independent professionals and employees that the Board determines are necessary or desirable in the management of the Association;
- (b) Commence, defend, intervene in, settle, or compromise any civil, criminal, or administrative action or proceeding that is in the name of, or threatened against, the Association, the Board, or that involves two or more Owners and relates to matters affecting the Association;
- (c) Enter into contracts and incur liabilities relating to the operation of the Association;
- (d) Enforce all provisions of the Declaration, Articles, and these By-Laws, governing the Lots and/or Common elements (should they exist);
- (e) Adopt and enforce rules that regulate the maintenance, repair, replacement, modification, and appearance of Common elements (should they exist), the conduct of members, occupants and their guests thereon, and any other rules as the Declaration, Articles or these By-Laws provide;
- (f) Acquire, encumber, and convey or otherwise transfer real and personal property;
- (g) Hold in the name of the Association, real property and personal property;
- (h) Levy the following charges and assessments:
 - (1) Interest and charges for the late payment of assessments;
 - (2) Returned check charges;

- (3) Enforcement assessments for violations of the Declaration, Articles, these By-Laws, or the rules and regulations promulgated by the Board;
 - (4) Charges for damage to the Common elements (should they exist) or other property.
- (i) Adopt and amend rules that regulate the collection of delinquent assessments and the application of payments of delinquent assessments;
 - (j) Impose reasonable charges for preparing, recording, or copying the Declaration, Articles, By-Laws, or rules and regulations promulgated by the Board (including amendments to any of the foregoing), resale certificates, or statements of unpaid assessments;
 - (k) Authorize entry to any portion of the land contained within the Association by designated individuals when conditions exist that involve an imminent risk of damage or harm to Common elements (should they exist), another dwelling, or to the health or safety of the Occupants of that dwelling or another dwelling;
 - (l) Suspend the voting privileges and use of recreational facilities of an Owner and the Occupants of the dwelling located on such Owner's Lot, who is delinquent in the payment of assessments for more than thirty days;
 - (m) Purchase insurance and fidelity bonds (in addition to those coverages required by Indiana Law) the directors consider appropriate and necessary;
 - (n) Invest excess funds in investments that meet standards for fiduciary investments under the laws of this state;
 - (o) Exercise powers that are any of the following:
 - (1) Conferred by the Declaration, Articles or By-Laws;
 - (2) Permitted to be exercised in this state by a nonprofit corporation;
 - (3) Necessary and proper for the government and operation of the association.

Section 15. Duties

It shall be the duty of the Board to:

- (a) Cause to be kept: (a) a correct and complete books and records of account that specify the receipts and expenditures relating to the common elements or common good of the Association membership and other common receipts and expenses; (b) records showing the collection of the common expenses from the Owners; (c) minutes of the meetings of the Association and the Board; and (d) records of the names and addresses of the Owners.

- (b) Supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) Annually adopt and amend an estimated budget for revenues and expenditures. Any budget shall include reserves in an amount adequate to maintain, repair and replace major capital items for which the Association is responsible, in the normal course of operations without the necessity of special assessments, unless the Owners, exercising not less than a majority of the voting power of the Owners, waive the reserve requirement annually.
- (d) Collect assessments for common expenses from the Owners in accordance with the provisions of the Declaration and Indiana law.
- (e) Issue, or to cause an appropriate representative to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- (f) Procure and maintain insurance and bonds as provided in the Articles, the Declaration, and these By-Laws and as the Board deems advisable;
- (g) Cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the Articles, the Declaration, and these By-Laws;
- (h) Repair, maintain and improve any property owned by the Association;
- (i) Cause the restrictions created by the Declaration, Articles, By-Laws and rules and regulations promulgated by the Board to be enforced; and
- (j) Take all other actions required to comply with all requirements of law, the Declaration, Articles and these By-Laws.

Section 16. Indemnification

The association shall indemnify every person who is or has been a Director, officer, agent or employee of the Association and those persons' respective heirs, legal representatives, successors and assigns, against expenses, including attorneys' fees, and judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which such person was or is a party or is threatened to be made a party by reason of the fact that person was a Director, officer, employee or agent of the Association, or is or was serving in such capacity at the request of the Association, provided that person (a) acted in good faith and in a manner that person believed to be in, or not opposed to, the best interests of the Association, and (b) in any matter the subject of a criminal action or proceeding, had no reasonable cause to believe the questioned conduct was unlawful, but provided that in the case of any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor against any such person by reason of

that person serving in such capacity, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful and wanton misconduct in the performance of a duty to the Association unless and only to the extent that the court in which such action was brought shall determine upon application that in view of all the circumstances of the case that person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made: (a) by a majority vote of a quorum of Directors of the Association who were not and are not parties to or threatened with any such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Directors so direct, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services for the Association or any person to be indemnified within the past five years; or (c) by the Lot owners; or (d) by the court in which such action, suit or proceeding was brought.

Any such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of Lot owners, or otherwise.

ARTICLE V. - OFFICERS

Section 1. Enumeration of Offices

The officers of this Association shall be a president, a vice president, a secretary, a treasurer and such other officers as the Board may from time to time determine. Such officers must be members of the Board.

Section 2. 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 4. 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties

The duties of the Officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

(a) President. The president shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal

instruments on behalf of the Association. The President shall have the authority to create committees and appoint their members.

(b) Vice President: The vice president shall assume and discharge the duties of the office of the president in the absence or disability of the president, or when called upon by the president to perform said duties. In the event the president and vice president are absent or unable to perform their duties, the Board as the case may be may appoint the following officers to assume the duties of the president and vice president; treasure, recording secretary, and corresponding secretary respectively.

(c) Secretary. The secretary shall keep minutes of all proceedings of the meetings of members, all proceedings of the association and the Board and make a written record and file of same. The minutes shall be presented for approval to the Board prior to the distribution and filing. The secretary shall keep such other books and records as may be required by the executive committee or by law; shall issue and attest all certificates of membership; shall be custodian of all records, documents, and the seal of association. The secretary shall attend to the giving and serving of all notices required by these regulations or the Board and shall perform such other duties as are incident to the office or are properly required by him/her by the Board. In addition, the secretary shall type all correspondence related to association's business, keep and publish the listing or directory of all members with address, email address, and phone number, formulate and distribute the association newsletter, and any other duties as may be assigned by the Board.

(d) Treasurer. The treasurer shall assume responsibility for the receipt and deposit in such bank accounts and investment of funds in such vehicles, as the Board directs, the disbursement of such funds as directed by the Board, the keeping of proper books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the Members at annual meetings, and the delivery or mailing of a copy of each to each of the Members.

ARTICLE VI. – NOMINATING COMMITTEE

The Board shall appoint a nominating committee.

ARTICLE VII. - BOOKS AND RECORDS

The books, records and financial statements of the Association, including audited financial statements when such are prepared, shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection and copying (at reasonable charges for reimbursement of the Association's costs) by Members, the holders, insurers and guarantors of first mortgages on Lots, and by prospective purchasers of Lots. Likewise, during normal business hours or under other reasonable circumstances, the Association shall have available for inspection by Members, holders, insurers and guarantors of first mortgages on Lots, and prospective purchasers, current copies of the Articles, the Declaration, and these By-Laws, and the rules and regulations promulgated by the Board.

ARTICLE VIII. - DUES

Section 1. Amount

Dues will be determined by a majority of the members at each annual meeting subsequent to the annual election of the Association of officers and shall be assessed each member. For members with two or more lots with residences on those lots, the member shall pay dues for each said lot with a residence.

Section 2. Payment

Annual dues shall become payable 30 days after the dues assessment determined in accordance with Section 1 of this Article VIII. New memberships received during the first six months of a calendar year will be assessed dues for the full year. New memberships received during the last six months of a calendar year be assessed one half year's dues.

Section 3. Delinquency

Memberships delinquent in payment of dues shall not be considered in good standing. Members not in good standing are not entitled to voting privileges.

Section 4. Reinstatement

To become reinstated in good standing, members must pay current on dues assessed for the current year, plus all unpaid dues for prior years (unless said back dues are waived by action of the Board), plus accrued interest, reasonable collection and enforcement expenses including but not limited to liens, attachments, other remedies in law of equity, court costs, reasonable attorney fees for the Association, and other expenses undertaken by the Association in the enforcement or collection of past or outstanding dues.

Section 5. Special Assessments

The Board shall have the power to assess the association membership special dues assessments in the event of emergency conditions or capital upgrades desired by the membership requiring expenditures of funds not available in the association treasury. A majority vote of the membership shall be necessary to levy the special dues assessment.

Section 6. Board Limits on Expenditures

All monies collected shall be deposited in the general fund. All expenditures shall be made with a check signed by two officers. The Board collectively may elect to spend up to \$250.00 before approval of membership is needed. At such time, the association is dissolved all monies shall be donated to a similar association on Dewart Lake.

ARTICLE IX. - AUDITS

The Board shall cause the preparation and furnishing of an audited financial statement for the immediately preceding fiscal year, within a reasonable time following request (provided that no

such statement need be furnished earlier than ninety days following the end of such fiscal year), to each requesting Member, at the expense of the Association, upon the affirmative vote of Members exercising a majority of the voting power of Members.

ARTICLE X. - FISCAL YEAR

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of June and end on the 31st day of May of every year, except that the first fiscal year shall begin on the date of incorporation of this Association.

ARTICLE XI. - AMENDMENTS

Any modification or amendment of these By-Laws or the Declaration of Covenants, Easements, Restrictions, and Assessment of Liens shall be made only at a general meeting of the members by a majority vote of the members in good standing voting either in person or by proxy after written notice to the members postmarked or delivered not less than 30 days but no more than sixty (60) days prior to the date of the general meeting. Proxy ballots must be returned to the secretary prior to the close of voting at the general meeting in a sealed envelope signed on the outside by the voting member. Any such Amendment shall be effective upon execution and the recordation of such Amendment with the Kosciusko County, Indiana, Recorder, if such recordation is required.

The undersigned, Thomas Ducett President, and Nickie McCollough Secretary, of BLUEBERRY ISLAND ASSOCIATION, INC., an Indiana not-for-profit corporation, of Kosciusko County, Indiana, certify that the members of the Association adopted the foregoing By-Law on June 17, 2023, and that the proceeding by the members was in compliance with the Articles and Regulations of the Association.

I affirm, under the penalties for perjury, that I have taken reasonable care to read each Social Security number in this document, unless required by law.
THOMAS G DUCETT

BLUEBERRY ISLAND ASSOCIATION, INC.

By: Thomas G Ducett
President THOMAS G DUCETT

By: Nickie McCollough
Secretary

NICKIE MCCOLLOUGH

State of Indiana

SS:

County of Kosciusko

The foregoing instrument was acknowledged before me on July 7, 2023, by Thomas Ducett, President, and Nickie McCollough, Secretary, of BLUEBERRY ISLAND ASSOCIATION, INC., an Indiana not-for-profit corporation on behalf of the corporation.



AMY ROGERS RENSBERGER
Notary Public
State of Indiana
Commission No. NP0728458
My Commission Expires
April 23, 2028

Amy Rogers Rensberger, Notary Public
Notary Public

PREPARED BY THOMAS G DUCETT