
**CODE OF BY-LAWS OF
SUSSEX POINT
HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

Name and Purpose

Section A. Name. The official name of the organization is Sussex Point Homeowners Association, Inc. (the "Association").

Section B. Purpose. The purpose of the Association is to promote the general welfare of the property owners in Sussex Point ("Sussex Point") (and all future property designated "Sussex Point" or any variation thereof by Sussex Point Development, LLC or its successors ("Developer")), Harris Township, St. Joseph County, Granger, Indiana. In pursuit of this goal, the following actions may be taken, but the Association is not restricted to:

- (1) Taking concerted action when it is in the common interests of its members;
- (2) Encouraging St. Joseph County to maintain roads; encouraging AEP, or its successors, to maintain street lighting; collecting funds to install and pay for street lighting; encouraging St. Joseph County to maintain snow removal and, in an emergency, contracting for snow removal services but not to exceed the amount of funds budgeted for emergency snow removal;
- (3) Contracting for the provision of such security services, if any, as deemed to be advisable;
- (4) Maintaining the common areas, if any, and those areas designated recreation or landscape easement areas, (collectively, the "Common Areas");
- (5) Maintaining the standards provided in the restrictive covenants for Sussex Point; and
- (6) Promoting good neighborhood appearance.

ARTICLE II

Membership. Assessments. Fiscal Year and Meetings

Section A. Membership. All owners of lots in Sussex Point, Harris Township, St. Joseph County, Granger, Indiana are deemed to have given consent to membership in the Association pursuant to the Declaration of Covenants and Restrictions of Sussex Point (the "Covenants"). As such, each lot owner shall be deemed to be a "Member" of the Association. A Member in good standing is one who is current in his/her payment of assessments.

Section B. Voting. Each lot owner in good standing shall be entitled to one (1) vote for each lot owned. Persons owning an interest in additional lots will be entitled to vote a proportionate vote.

Section C. Assessments. Assessments and payment of assessments shall be as follows:

(a) Annual Accounting. Annually after the close of each calendar year, the Board of Directors of the Association (as defined in Article III) shall cause to be prepared and furnished to any Member, upon request, a financial statement prepared by the accountant or accounting firm then serving the Association, which statement shall show all receipts and expenses received, incurred and paid during the preceding calendar or fiscal year and all income of the Association during that same year.

(b) Proposed Annual Budget. Annually, at least ten (10) days before the date of the annual meeting of the Association, the Board of Directors shall cause to be prepared a proposed annual budget for the ensuing calendar or fiscal year estimating the total amount of the common expenses for the ensuing year (the "Common Expenses") and the amount of each Member's regular assessment for that year, a copy of which shall be provided to each Member at least one week prior to the annual meeting. The annual budget shall be submitted to the Members at the annual meeting of the Association for adoption, and if so adopted, shall be the basis for the Regular Assessments (as defined below) for the ensuing and regular fiscal year. At the annual meeting of the Members, the budget shall be approved in whole or in part, or may be amended in whole or in part, by a majority of the votes cast, provided, however, in no event shall the annual meeting be adjourned without or until the annual budget is approved at such meeting.

The annual budget, the Regular Assessment and any Special Assessments (as defined below) shall be established using generally accepted accounting principles applied on a consistent basis. The Association may provide for a replacement reserve fund for capital expenditures and replacement and repair of the Common Areas and other anticipated expenses if the Board of Directors and Members of the Association deem the same is appropriate and necessary. Any delay or failure by the Board of Directors to prepare a proposed annual budget and to make it available to the Members shall not constitute a waiver or release in any manner of the obligations of each Member to pay the Common Expenses as herein provided. Developer may at its option supplement the annual budget with its funds from time to time but shall not be required to do so or to pay at any time more than its portion of the Common Expenses based upon the number of lots it owns. Payments to the Association by Developer in excess of amounts it is required to pay as a Member shall not obligate Developer to make any such additional payments.

(c) Regular Assessments and Special Assessments. Beginning with the 2001 Regular Assessment, the annual budget as adopted shall be used to establish the amount of the

Regular Assessment for each lot owned based on those expenses for the next fiscal year that are for services provided to each lot in Sussex Point.

The amount of all Regular and Special Assessments shall be established by the Board of Directors and shall be payable and enforceable as set forth herein. Beginning with the 2001 Regular Assessment, the Regular Assessment shall be based upon a budget prepared by the Board of Directors and provided to each Member. The annual budget shall contain the proposed Regular Assessment on each lot owned, which shall be the same amount for each lot whether or not the lot has a dwelling unit located on it or is otherwise improved.

Immediately following the adoption of the annual budget, each Member shall be given written notice of the Regular Assessment against that Member's lot (which Regular Assessment and any Special Assessment are herein referred to collectively as the "Assessment"). On or before January 31 of each year, each Member shall be subject to an annual Regular Assessment of not more than One Hundred Forty Dollars (\$140.00) per year per lot owned and assessments as required which shall become due and payable to the Association within thirty (30) days after a statement for such Regular Assessment is rendered by the Association. Assessments shall be levied at a uniform rate per lot. Such assessments shall remain in effect until the Board of Directors, by two-thirds (2/3) vote at a meeting duly held, or by unanimous consent, shall reduce or abolish the same.

Dues and assessments that remain unpaid for a period of thirty (30) days shall be delinquent and shall become a lien upon the real property owned by the Member who has failed to pay same. Any past due annual dues, assessments, or other charges assessable hereunder shall bear interest at the rate of twelve percent (12%) per annum commencing thirty (30) days after same become due and with attorneys' fees, and shall be due and payable without relief from valuation and appraisal laws.

The above dates of assessment and payment may be changed by the Board of Directors through rules and regulations or provisions of these By-Laws.

- (d) Special Assessments. From time to time Common Expenses or other expenses of the Association of an unusual or extraordinary nature or not otherwise anticipated or included in the annual budget may arise or be deemed necessary to incur by the Board of Directors. In such event, the Board of Directors is authorized to adopt a resolution to make such expenditures and shall have the full right, power and authority to make a Special Assessment of equal amount upon each lot to pay that expense, without a meeting or approval of Members, which Special Assessment shall become a lien on such lot, after approval of such resolution by the Board of Directors at a special or annual meeting called in accordance with the By-Laws.

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ARTICLE III

Board of Directors - Duties

Section A. Board of Directors. The affairs of the Association shall be managed by the Board of Directors, composed of not fewer than three (3) nor more than nine (9) members.

Section B. Election. The Board shall be elected by the voting members of the Association in three classes. The terms of membership for the Board to be elected at the first annual meeting shall be as follows:

3 members	-	1 year term
2 members	-	2 year term
2 members	-	3 year term

*change to
2 1/2 year terms*
Thereafter, the terms of the Directors in each class shall expire three (3) years after election and qualification, or when their successors have been elected and qualified. No Director shall be elected to serve more than the equivalent of two (2) consecutive full three (3) year terms.

Section C. Installation of Board of Directors. Upon declaration of their election, the Board of Directors shall assume their duties upon election. The Board of Directors shall be called into session within the first thirty (30) days following their election and shall elect their officers and organize and shall appoint section representatives and committees as needed.

Section D. Vacancies. Should an elected Director resign his/her office, become deceased or incompetent, or divest himself/herself of his/her lot in Sussex Point, the President shall declare the office which said Director held vacant. The President shall, within thirty (30) days of the declaration of the vacancy, with the approval of the majority of the Board of Directors, appoint a Member in good standing to fill the remaining term of the Director until the next election.

Section E. Meetings of the Board of Directors. The Board of Directors shall meet in the month before the annual membership meeting at the call of the President and at such other times as he/she may designate throughout the year. The President of the Association shall be the Chairman of the Board of Directors and shall preside at its meetings; in the event the President is absent, the Vice President shall become the acting Chairman for the particular Board meeting only. A majority of the entire Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

Section F. Authority of the Board of Directors Regarding Expenditures. The Board of Directors may authorize the expenditure of all budgeted operating monies received from the assessments of the Association without prior approval of the membership. All expenditures for major items shall be in accordance with Article II. All expenditures shall be reported to the membership at its next meeting, either annual or special. The President is authorized to spend up to Five Hundred

Dollars (\$500.00) for Association business without prior approval of the membership.

ARTICLE IV

Officers - Duties

Section A. Officers. The officers of the Association shall be elected by the Board of Directors. The officers shall be the President, Vice President, Secretary and Treasurer. The officers shall hold office until their successors have been elected.

Section B. President. The President shall preside at all meetings of the Association and shall be an ex-officio member of all committees. He/she shall advise and assist all officers and all committees. He/she shall be responsible for the keeping of all books and records and keeping any records of transactions of which the Association is a party. He/she shall countersign all checks which are authorized to be disbursed by the Board of Directors, and he/she shall sign all written contracts and written obligations of the Association. He/she shall appoint all chairmen, section representatives and committees. The President may not serve in said capacity for more than two (2) consecutive years. Terms.

Section C. Vice President. In the absence of the President, the Vice President shall be charged with the responsibilities of the President and shall preside at all meetings of the Association. The Vice President shall also assist the President in any duties as called for by the President and/or Board of Directors.

Section D. Treasurer. The Treasurer shall receive and have charge of the funds of the Association. He/she shall keep a full account of all monies received and paid out and report to the Board of Directors at their regular meetings and to the Association at the annual meeting and at such other times as required. He/she shall keep all funds of the Association and promptly deposit them in such depositories as shall be designated by the Board of Directors. He/she shall furnish the Secretary a list of the names of all members in good standing twenty-four (24) hours prior to the holding of any regular or special meeting. An annual audit shall be conducted under the direction of the Board of Directors at the end of each fiscal year. The Treasurer shall deliver to his/her successor in office, or anyone designated by the Board of Directors, all monies, books, records or other property of the Association in his/her possession or under his/her control upon his/her retirement or removal from office. An audit of the financial records of the Association shall be prepared upon the written request of the Board of Directors or ten percent (10%) of the membership in good standing. In no event, however, shall the Treasurer be required to prepare such an audit more than twice in any one fiscal year.

Section E. Secretary. The Secretary shall maintain a record of all proceedings at both annual and special meetings of the Association. He/she shall attend to the filing of all records and shall perform such other duties as may be required of him by the By-Laws of the Association or orders of the President and/or the Board of Directors. He/she shall attend to all the official correspondence and the filing of all communications. He/she shall issue and mail notices of all meetings of the Association,

both regular and special. The Secretary shall keep a list of the Members in good standing as received from the Treasurer, and shall make the final determination as to whether any such Member is entitled to vote in accordance with said list. He/she shall transfer to his/her successor without delay all books, papers and other records and property of the Association in his/her possession or under his/her control upon his/her retirement or removal from office. Upon reasonable notice, he/she shall permit any member of the Association in good standing to examine the Association records in his/her custody at any reasonable time.

ARTICLE V

Elections

Section A. This Association shall elect members to the Board of Directors in triennial classes as described in Article III, Section B, once each year at an election to be held at the annual meeting.

Section B. At least thirty (30) days prior to the annual election, the Chairman of the Board of Directors shall appoint a nominating committee of three (3) Members in good standing to nominate Members for election to the Board of Directors. This committee shall consist of three (3) Members of the Association who are not members of the Board. The nominating committee shall nominate not less than two nominees for each member of the Board of Directors to be elected and such other vacancies which exist on the Board of Directors. At least fifteen (15) days prior to the date set for the annual election, the nominating committee shall mail, by first-class mail, a copy of this section of the By-Laws together with the names of the persons nominated.

Section C. On the day of the election to be held at the annual meeting, the nominating committee shall have charge of the election. The nominating committee shall count the ballots and certify the returns to the Board of Directors. Ballots personally cast at the poll as well as mailed ballots shall be counted. Nominations for Directors from the floor shall be included, together with those persons nominated by the nominating committee. All elections shall be by plurality vote.

ARTICLE VI

Relationship to Protective Restrictions

The Covenants as recorded (and to be recorded) in the Office of the Recorder of St. Joseph County, Indiana, as heretofore or hereafter amended, are incorporated herein and shall govern and control in the event of any conflict between the provisions of said Protective Restrictions and the provisions of these By-Laws.

ARTICLE VII

Amendments to the By-Laws

These By-Laws may be amended or new By-Laws may be adopted by a vote of not less than seventy-five percent (75%) of the members in good standing present at any membership meeting providing that a written notice containing the proposed amendments has been sent to all Members at least ten (10) days prior to the meeting. The voting of proxies regarding amendment or adoption is considered proper. Only proxies of Members in good standing will be eligible to vote.

These By-Laws were adopted on the ____ day of _____, 2001, said date being that of the Board of Directors' meeting at which the By-Laws were adopted.