

PRAIRIE RIDGE HOME OWNERS ASSOCIATION, INC.
BY-LAWS

Article I.
Offices

The principal office of the corporation in the State of Indiana will be located in the County of Porter. The corporation may have such other offices, either within or without the State of Indiana as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II.
Board of Directors

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the State of Indiana or members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors will be a minimum of three (3) and a maximum of seven (7). Each Director will hold office until the next annual meeting of the Board of Directors and until his/her successor will have been elected and qualified.

Section 3. Annual and Regular Meetings. An Annual Meeting of the Board of Directors shall be held in the third fiscal quarter each year for the purposes of electing Directors and for the transaction of such other business as may come before the meeting. Notice of the Annual Meeting shall be sent no less than thirty (30) days prior to the Annual Meeting to all Members of the Association. A Regular Meeting of the Board of Directors shall occur on the second Thursday of each month at 7:00 p.m. central time. Should the second Thursday of a month coincide with a legal holiday in the State of Indiana the meeting shall be moved to the following Thursday at 7:00 p.m., or moved to a different date by a majority vote at a meeting of the Board of Directors. Should the Annual Meeting of the Association coincide with the regularly scheduled Board of Directors meeting the Annual Meeting shall supersede the regular meeting, and the regular meeting shall not be rescheduled. Meeting locations for the Annual or Regular meetings may be conducted electronically through online conferencing and/or at a physical location. Online conference address and/or physical address for each Annual or Regular meeting shall be included in the Meeting Agenda.

Amended by Resolution #2022-05, May 12th, 2022

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors will be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his/her address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, or the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an Increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

Section 9. Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Article III. Officers

Section 1. Officers. The officers of the corporation will be a President, one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the selection of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his/her successor will have been duly elected and will have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President will be the principal executive officer of the corporation and will in general supervise and control all the business and affairs of the corporation. The President will preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authority to execute, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the President will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice-President will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors determines. The Treasurer will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article V of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 8. Secretary. The Secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; make certain that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under Its seal is duly authorized in accordance with the provisions of these bylaws; maintain a register of the post-office address of each member which each member shall furnish to the Secretary; and in general perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may from time to time assign to the Secretary.

Section 9. Assistant Treasurers and Assistant Secretaries. If the Board of Directors requires, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as the President or the Board of Directors assigns to them.

Article IV. Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any

individual Director, of any responsibility imposed upon the Board or a Director by law.

Section 2. Other Committees. Other committees may be appointed in such manner as designated by the Board of Directors by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best Interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided In the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article V.

Contracts, Checks, Deposits, Funds and Powers

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to

time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select

Section 4. Powers. The Board of Directors may utilize and implement such other powers of and for the Corporation as provided for pursuant to I.C. § 23-17-4-2.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Article VI. Book and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any Board of Directors member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Article VII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article VIII. Dues

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues, if any, payable to the corporation.

Section 2. Payment of Dues. Dues, if applicable, shall be payable in advance by the date specified on the Dues statement.

Amended by Resolution #2023-03, December 14th, 2023

Article IX. Seal

The Board of Directors shall provide a corporate seal, which shall be in form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

Article X. Waiver of Notice

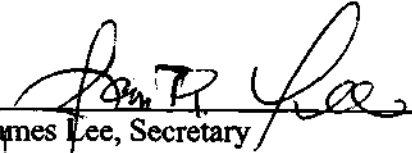
Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof In writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI.
Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Prairie Ridge Home Owners Association; and
2. That the foregoing was accepted and approved by Resolution of the Board of Directors, as duly adopted at a meeting of the Board of Directors thereof, held on the 14th day of December 2023.


James Lee, Secretary

Revision History

Adoption Date	Res. #	Description
12/14/2023	2023-03	Modify the Payment Date of Dues to eliminate a specific due date and confer that obligation to the Dues statement.
05/12/2022	2022-05	Update document title to match Covenants; Remove "City of Valparaiso" from Principal Office location; Update Article II Section 3 with date changes for Annual Meeting and for Regular Meetings; Change Annual Assessment Due Date to last day of March annually.
08/25/2008		Original Bylaws