

**BY-LAWS**  
**OF**  
**HEARTHSTONE VILLAGE COMMUNITY ASSOCIATION, INC.**  
**REVISION- February 24, 2020 AND REPLACING ORIGINAL**

**ARTICLE I**

**NAME AND LOCATION**

The name of the corporation is **HEARTHSTONE VILLAGE COMMUNITY ASSOCIATION, INC.**, hereinafter referred to as the "Association". The mail box of the corporation shall be located at 631 Water Meade Place, Fort Wayne, Indiana 46825, but meetings of members and directors may be held at such places within the state of Indiana, County of Allen, as may be designated by the Board of Directors.

**ARTICLE II**

**DEFINITIONS**

**Section 1.** "Association" shall mean and refer to Hearthstone Village Community Association, Inc., its successors and assigns.

**Section 2.** "Properties shall mean and refer to that certain real property described in the Articles of Incorporation of the Association and the Sections thereof which will be platted from time to time in the Plat Records of Allen County, Indiana, together with the Protective Restrictions, Covenants and Limitations appended thereto.

**Section 3.** "Common Area" shall mean all real property either owned by the Association or located within the Properties for common use and enjoyment of the owners.

**Section 4.** "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision plat of the Properties with the exception of the Common Area.

**Section 5.** “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security or the performance of obligation.

**Section 6.** Any reference to gender, as in “he”, “his”, or “him” shall mean a person of any gender.

**Section 7.** “Restrictive Covenants” shall mean and refer to the Protective Restrictions, Covenants, Limitations and Easements applicable to the various Sections of the Properties appended to the plats of such Sections as shown in the records of the office of the Reorder of Allen County, Indiana.

**Section 8.** “Member” shall mean and refer to those persons entitled to membership as provided in the Restrictive Covenants.

### ARTICLE III

#### **MEETINGS OF MEMBERS**

**Section 1. Annual Meetings.** The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held the same month of each year thereafter, at the hour of seven (7:00) o’clock, PM. The annual meeting will take place the last Monday in June.

**Section 2. Special Meetings.** Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of 10 percent of the members.

**Section 3. Notice of Meetings.** Special meetings must be published by posting on the Association website and signs at Hearthstone entrance.

**Section 4. Quorum.** The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes 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 from time to time without notice other than announcement at the meeting, the meeting may be continued until a quorum as foresaid shall be present or represented.

**Section 5. Proxies.** At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed within the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### ARTICLE IV

##### **BOARD OF MEMBERS: SELECTION: TERM OF OFFICE**

**Section 1. Number.** The affairs of the Association shall be managed by a Board of Directors not less than three (3) nor more than fifteen (15) in number. Said Directors need not be member of the Association. It is deemed desirable that each of the various Sections of Hearthstone Village be equally represented on the Board of Directors. Within the 1993 redistricting of Hearthstone Village, the fifteen (15) member Board of Directors will consist of: ten (10) District Board Members elected by members of their respective districts, four (4) at Large Board members elected by all Association members and an Honorary Lifetime Board membership granted to Harold. W Hartman.

**Section 2. Term of Office.** At the 1993 Annual Meeting and subsequent absentee voting period (if required), members shall elect directors for odd numbered District vacancies for two (2) year terms, even numbered District vacancies for one (1) year terms, two (2) at large vacancies for two (2) year terms and two (2) at large vacancies for one (1) year terms. At the expiration of each of said terms and at each annual meeting thereafter. Directors shall be elected for terms of two (2) years. Members from Districts with odd numbers shall elect their director for two (2) years followed by the next year with election from districts with even numbers for a year. At large vacancies shall follow alternate year.

**Section 3. Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and he shall serve from the unexpired term of his predecessor.

**Section 4. Compensation.** No Directors shall receive compensation for any service he may render the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties.

**Section 5. 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 or verbal approval of a majority Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## **ARTICLE V**

### **NOMINATION AND ELECTION OF DIRECTORS**

**Section 1. Nomination.** 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. Floor nominations at Annual Meetings may be made by any member for At Large vacancies, but only by District members for vacancies in their respective districts. If the individual nominated from the floor is not in attendance, nominator must have written consent of the nominee to submit his or her name. The Nominating Committee shall consist of a chairman, who shall be the Vice-President of the Board of Directors and two additional members. The Nominating Committee shall be appointed by the Board of Directors one (1) month prior to each Annual Meeting of the members to serve for such Annual Meeting and until one (1) month prior to the next Annual Meeting. Such appointments shall be included with notification of the Annual Meeting announcement. The Nominating Committee shall make as many nominations for the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. If there is only one candidate per any District vacancy or per each At Large vacancy and there are no floor nominations, the unopposed candidates are declared winners and no vote is required. With the exception that in 1993 even if there are only four (4) at Large candidates for four vacancies, voting would be required to determine two (2) year terms versus one (1) year terms. If candidates exceed the number of vacancies, a quorum is the only requirement for voting on At Large vacancies: but at least one-fourth (1/4) of eligible district voters must be present at the meeting or additional absentee voting of all other district members will be conducted during a five (5) day period following the meeting to determine a winner. Absentee voting will also be conducted in case of tie votes at the annual meeting.

**Section 2. Elections.** Election to the Board of Directors shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy in their district or At Large positions, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### **MEETINGS OF DIRECTORS**

**Section 1. Regular Meeting.** Regular meetings of the Board of Directors shall be held the last Monday in February, April, June, July, Sept, Nov., without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then at that meeting shall be held at the same time on the next day which is not a legal holiday.

**Section 2. Special Meeting.** Special meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) Directors, after not less than three (3) days' notice to each Director.

**Section 3. Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1. Powers.** The Board of Directors shall have the power to:

- Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member during any period in which such member shall be in default of the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for an infraction of published rules and regulations;
- Exercise for the Association all powers, duties and authority vested in or delegated to this Association by the Articles of Incorporation or Restrictive Covenants and not reserved to the membership by other provisions of these By-Laws,
- Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three consecutive regular meetings of the Board of Directors; and
- Employ an independent contractor, a manager, or such other employees as they deem necessary, and to prescribe their duties.

**Section 2. Duties.** It shall be the duty of the Board of Directors to:

- Cause to be 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 requested in writing by 10 percent of the members who are entitled to vote;
- Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- Accept fee simple title in the name of the Association as grantee to the Common and Recreation Areas at such time as a warranty deed for same is delivered and

agree to pay any real estate taxes on said areas commencing with the installment due and payable after date of delivery of said deed;

- Cause payment to be made, when due for the electrical power supply required for the illumination of the streets and Common and Recreational Areas contained within the properties;
- Cause the Common and Recreational Areas to be properly and carefully maintained;
- Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.
- Send written notice of each assessment of every owner subject thereto at least thirty (30) days after due date or bring action at law against the owner personally obligated to pay the same;
- Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate
- Cause of all Restrictive Covenants for any Section of Hearthstone Village to be adhered to and enforced.

## **ARTICLE VIII**

### **OFFICERS AND THEIR DUTIES**

**Section 1. Officer.** The officers of this Association shall be president and a vice-president who shall at all times be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board 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.

**Section 3. Term.** Each officer of this Association shall be elected annually by the Board and shall hold office for one (1) year.

**Section 4. 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 5. 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 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. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

**Section 7. Multiple Officers.** The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one any of the other offices except in the case of special offices created pursuant to Section 4 of this article.

**Section 8.** The duties of the officers are as follows:

**President**

- The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign at the discretion of the Board all checks and promissory notes



### **Vice-President**

- The vice president shall act in the place and stead of the president in the event of his absence or incapacity, and shall exercise and discharge such other duties as may be required of him by the Board

### **Secretary**

- The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members, serve notice of meetings of the Board 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.

### **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, cause an annual audit of the Association's books to be made by a certified annual budget and a statement of income and expenditures to be presented at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE IX**

### **COMMITTEES**

The Association shall appoint a Nominating Committee and the Board of Directors shall appoint such other committees as may be deemed appropriate in carrying out the purposes of these By-Laws, including an Architectural Control Committee as prescribed in the Restrictive Covenants. The Architectural Committee shall consist of from 1-3 Board of directors. They will make decisions on Architectural request with 30 days after receipt of request. If the committee needs further guidance they shall contact the Officers of the board of Directors for guidance. Action taken shall be reported to the Board at the next meeting.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Restrictive Covenants, the Articles of Incorporation and the By-Laws of the Association are available for inspection by any member at HVCAFW.org

## **ARTICLE XI**

### **ASSESSMENTS**

As provided in the Restrictive Covenants, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common or Recreational Areas of abandonment of his Lot.

## **ARTICLE XII**

### **AMENDMENTS**

**Section 1.** These By-Laws may be amended at a regular or special or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy; provided, however, that the provisions herein relating the Allen County Drainage Board or its legal successor may not be amended without the consent of said Board or its legal successor.

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