

**BY LAWS
OF
MERIDIAN WOODS PARK COUNTRY CLUB, INC.**

**ARTICLE I
Definitions**

Section 1. (Corporation) shall mean and refer to Meridian Woods Park Country Club, Inc., a non-profit corporation organized and existing under the laws of the State of Indiana.

Section 2. (The Properties) shall mean and refer to Meridian Woods Park Country Club, Inc., and the various additions therein, located in Perry Township, Marion County, Indiana, and contained within the legal description marked "Exhibit A", which is an attachment to the Articles of Incorporation, dated October 14, 1968, on file as Instrument \$68-52515 with the Indiana Department of State.

Section 3. (Common Properties and Facilities) shall mean and refer to the clubhouse, swimming pool, and common areas described in Article I, Section 1, (c) of the Declaration of Covenants and Restrictions, dated October 10, 1968, which is on file in the office of the Recorder for Marion County, Indiana.

**ARTICLE II
Location**

The principle office of the Corporation is located at 6760 Yellowstone Parkway, Indianapolis, Indiana 46217.

**ARTICLE III
Membership**

Section 1. See Article III of the Declaration of Covenants and Restrictions and Article IV of the Articles of Incorporation.

Section2. The rights of membership are subject to the payment of annual and special assessments levied by the Corporation against each owner, as authorized in Article IV of the Declaration of Covenants and Restrictions.

**ARTICLE IV
Voting Rights**

See Article IV of the Articles of Incorporation.

ARTICLE V
Property Rights and Rights of Enjoyment

Each member shall be entitled to use and enjoy the common properties and facilities of the Corporation, subject to the timely payment of all assessments levied upon that member's lot. These rights may be altered as herein provided:

1) *Membership Rights*

- a Any person may be suspended by action of the Board of Directors during the period when assessments remain unpaid, but upon payment of such assessments, the suspended rights and privileges shall be automatically restored.
 - b Violations of published rules and regulations governing the use of common properties and facilities and the personal misconduct of any person thereon occurring without a contractual agreement between the individual and the Corporation may result, by action of the Board of Directors, in the temporary suspension of the rights of any such person for a period not to exceed ninety (90) days.
 - c Violation of a contractual agreement of the rules and regulations pertaining to the use and rental of the common properties and facilities by a member shall result in automatic and immediate suspension of such rights and privileges for an indefinite period and may be reinstated only by action of the Board of Directors.
- 2) The Corporation shall have the right to charge the guests of members reasonable admission and other fees for the use of any recreational facility under the control of the Corporation.

ARTICLE VI
Corporation Purposes and Powers

In amplification of the purposes for which the Corporation has been formed as set forth in the Articles of Incorporation, more specifically, Article II, Article VI, Article VII, Article VIII, and Article IX, the purpose and objectives are as follows:

Section 1. To care for the improvement and maintenance of the clubhouse, gateways, public easements, parkways, grass plots, parking areas, and any facilities of any kind dedicated to the community use, and any other open spaces and other ornamental features of the above-described subdivision known as Meridian Woods Park, which now exist or which may hereafter be installed or constructed.

Section 2. To cooperate with the owners of all vacant and unimproved lots and

plots now existing or that hereafter shall exist in the tract in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the of the tract and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.

Section 3. To aid and cooperate with the members of this Corporation and all property owners in the tract in the enforcement of such conditions, covenants, and restrictions on or appurtenant to the property as are now in existence, and to counsel with the Indianapolis Planning Commission having jurisdiction in relation to any zoning that may affect any portion of the subject property.

Section 4. To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objectives, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

Section 5. To arrange social and recreational functions for its members.

Section 6. To exercise any and all powers that may be delegated to it from time to time by the owners of the real property in the tract.

Section 7. This Corporation shall not engage in political activity or pursue political purposes of any kind or character.

ARTICLE VII **Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII **Officers and Directors**

Section 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall be members of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the Directors.

Section 3. All officers shall hold office during the pleasure of the Board of Directors, and shall be voted on at least yearly.

Section 4. The President shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out,

and sign all notes, leases, mortgages, deeds, and all other written instruments, and shall co-sign all checks for the disbursement of funds resulting from specific resolutions of the Board of Directors.

Section 5. In the absence of the President, the Vice-President shall perform all the duties of the President.

Section 6. The Secretary shall be ex officio the Secretary of the Board of Directors, shall record the votes, and shall keep the minutes of all proceeding in a book to be kept for that purpose. He shall keep the records of the Corporation.

Section 7. The Treasurer shall receive and deposit in appropriate private banks accounts all money of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall co-sign all check and notes of the Corporation for the disbursement of funds directed by specific resolution of the Board of Directors. The Treasurer shall keep proper books of account and shall prepare regular financial statements and the annual budget which shall be approved by the Board of Directors. He may make short term investments of funds not immediately required in the day-to-day operations of the Corporation, provided such investments are restricted to savings accounts, certificates of deposit, treasury bills, or any combination of those, and provided that such investments shall be properly identified in all financial statements of the Corporation. The Treasurer shall prepare and file all federal and state tax returns.

Section 8. The Board of Directors shall cause an annual audit to be made of the corporate books after the completion of the fiscal year.

ARTICLE IX **Committees**

The Board of Directors may establish either permanent or temporary committees which it deems necessary for the effective operation of the Corporation. The following permanent committees are herein established by these Bylaws:

Clubhouse Committee - responsible for the maintenance and inspection of clubhouse.

Common Grounds Committee – responsible for the maintenance of the common properties.

Pool Committee – responsible for the maintenance of pool facilities and the operation of an aquatic program.

Security Committee – responsible for the liaison between the Corporation and the independent security operation.

Social Committee – responsible for planning and executing neighborhood social activities.

Each committee, whether permanent or temporary, as herein established, or as may be established at a later date by the Board of Directors, will be made up of Class A members (as described in Article IV of the Articles of Incorporation) with at least one (1) Director from the Board being responsible for liaison between the committee and the Board of Directors.

ARTICLE X **Books and Papers**

The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member.

ARTICLE XI **Proxies**

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. No proxy shall extend beyond a period of three (3) months, and every proxy shall automatically cease upon sale, by the member, of his home or other interest in the properties.

ARTICLE XII **Amendments**

Section 1. These Bylaws may be amended at a regular or special meeting of the members by a simple majority of a quorum (a quorum being defined as 25% of the total membership as specified in Article X, Section 4, as amended in “Exhibit B”, of the Articles of Incorporation), provided that those sections of these Bylaws, which are governed by the Articles of Incorporation, may not be amended except as stated in the Articles of Incorporation), provided that those sections of these Bylaws, which are governed by the Articles of Incorporation, may not be amended except as stated in the Articles of Incorporation or applicable law; and provided further, that those sections of these Bylaws, which are governed by the Declaration of Covenants and Restrictions of this Corporation, may not be amended except as stated in the Declaration of Covenants and Restrictions.

Section2. In the case of conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall prevail; and in case of conflict between

the Declaration of Covenants and Restrictions and these Bylaws, the Declaration of Covenants and Restrictions shall prevail.

In WITNESS WHEREOF, we, being all of the Directors of Meridian Woods Park Country Club, Inc., have hereunto set out hands this first day of February, 1979. Robert S. Johnson, x, Frank E. Carson, A.C. Kennedy, Larry G. Davis, Rebecca D. Neuman, Wayne C. Rockwell, Warren J. Whittaker

