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**Cross-Reference:**

Foxmoor, Section 1 (Plat), Instrument # 90010337 (Plat Book C, Page 466 A, B, & C)

Foxmoor, Section 2 (Plat), Instrument # 94008462 (Plat Book C, Page 620 A&B)

Foxmoor, Declaration of Covenants, Instrument # 90011483

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**AMENDMENT**  
**to the**  
**CODE OF BYLAWS**  
**for**  
**FOXMOOR HOMEOWNERS ASSOCIATION, INC.**

COMES NOW the Foxmoor Homeowners Association, Inc., by its Board of Directors, on this 12 day of October, 2011, and states as follows:

**WITNESSETH THAT:**

**WHEREAS**, the residential community in Johnson County, Indiana commonly known as Foxmoor was established upon the recording of certain documents with the Office of the Recorder for Johnson County, Indiana; and

**WHEREAS**, the Foxmoor subdivision is subject to Covenants which run with the land, namely the Declaration of Covenants, Conditions and Restrictions of Foxmoor ("Declaration"), and any amendments thereto, recorded in the Office of the Johnson County Recorder on August 31, 1990, as **Instrument #90011483**, which states that by taking a deed to any Lot within Foxmoor each owner becomes a mandatory member of the Foxmoor Homeowners Association, Inc., an Indiana nonprofit corporation ("Association"); and

**WHEREAS**, the Association was incorporated pursuant to the above listed Declaration as a non-profit corporation pursuant to Articles of Incorporation ("Articles") filed with, and approved by, the Indiana Secretary of State on February 24, 1995; and

**WHEREAS**, the Association's Initial Board of Director(s) adopted a Code of Bylaws ("Bylaws") for the Association and the homeowners within Foxmoor; and

**WHEREAS**, the Bylaws, Article IX, states "These Bylaws may be amended by a majority vote of the owners in a duly constituted meeting called for such purpose"; and

**WHEREAS**, a meeting of the members was held on August 31, 2011 to vote regarding this Amendment to the Code of Bylaws for Foxmoor Homeowners Association, Inc. ("Amendment"). At this meeting a quorum of the members was present, either in person, by proxy or by ballot, and this Amendment was approved by at least majority of those members in attendance;

**WHEREFORE**, pursuant to the authority granted to the Association by the Bylaws, the following Amendments are hereby adopted by the members, and it is the intention of the Association that these Amendments will replace the specifically identified sections of the current Bylaws and any amendments thereto.

*Article II, Section 2.02, is hereby amended to read as follows:*

Section 2.02. Annual Meeting. The Board of Directors of the Association will set a date for the Association's Annual Meeting to be held each year. The only limitation to setting the date for the Annual Meeting is that the Annual Meeting must be held no more than fifteen (15) months after the previous annual meeting. However, the specific date, time and place of the Annual Meeting are to be determined by the Board of Directors. At each Annual Meeting, the Members will conduct director elections and transact any other Association business to be properly addressed at the meeting.

*Article II, Section 2.05(f), is hereby amended to read as follows:*

- (f) **Suspension of Voting Rights.** No member shown on the books or management accounts of the Association to be more than thirty (30) days delinquent in any payment due to the Association shall be eligible to vote, either in person or by proxy.

For purposes of this provision, the thirty (30) day period begins on the first day of the fiscal year or the due date of the assessment as set by the Board of Directors pursuant to its authority as set forth in the Declaration, whichever is later in time. If the amount due to the Association is for an obligation other than assessments, such as reimbursement for a covenant violation or court judgment, then the thirty (30) day period shall start on the date the amount became due.

The term "payment" means the payment of all amounts due to the Association, including any assessments, collection fees, interest, late fees, attorney fees, court costs, or other sums that are owed to the Association. As a result, if any owner is paying the Association on a payment plan or agreement, and that payment arrangement does not pay the entire amount due to the Association within thirty (30) days of becoming due, then that owner's voting rights will stay suspended until the entire amount due to the Association is paid in full.

In addition, payment of delinquent accounts by any method other than cash at a meeting where a vote will be held does not end any suspension under this provision until the funds from the payment are actually received by the Association. The Board of Directors is free to adopt additional rules regarding the suspension of voting rights as they deem necessary or appropriate for the failure of an owner to pay any sums owed to the Association.

***Article III, Section 3.01, is hereby amended to read as follows:***

Section 3.01. The affairs of the Corporation shall be governed and managed by the Board of Directors (herein sometimes collectively called "Board" and individually called "Directors"). The Board of Directors will be composed of five (5) persons, but the constituency of such Board may be increased to, but shall not exceed, nine (9) and may be decreased to, but shall not be below, three (3). The exact number of Directors may be increased or decreased, as permitted by law, by resolution of the Board of Directors. If the number of directors currently serving changes due to the resignation or removal of directors, or if an insufficient number of members volunteer to fill all possible Board positions, the Board shall continue to function with the remaining number of directors until those vacancies are filled so long as there are at least three (3) directors serving. No person shall be eligible to serve as a Director unless he is an Owner or the agent of an Owner who is not an individual. Except temporarily due to the resignation, removal, death, or incapacity of a Director, there shall be an odd number of Directors elected to serve on the Board at all times. A director must maintain his primary place of residence in the Foxmoor community and not have his membership rights in the Association suspended for any reason as set forth in the Declaration, Articles or these Bylaws. No Lot may be represented by more than one person or representative on the Board of Directors at the same time.

***Article III, Section 3.03, is hereby amended to read as follows:***

Section 3.03. Term of Office. The Board of Directors will serve their terms on a staggered basis as provided by law and as set forth in the Declaration, with approximately one-third (1/3) of the Board being open for election each year. Therefore, at the first Annual Meeting following adoption of these bylaws, two (2) directors will be elected to serve a three (3) year term, two (2) directors will be elected to serve a two (2) year term, and one (1) director will be elected to serve a one (1) year term. At all director elections thereafter, directors will be elected to serve a three (3) year term. All directors shall serve their full term and/or until their respective successors are properly elected and qualified.

In the event that the number of Directors is increased or decreased by resolution of the Board, the election terms, or rotation, of said Directors shall be determined by the Board at the time the increase or decrease is approved, so long as the election of Directors continues to be staggered and approximately one-third (1/3) of the Board is open for election each year. If multiple directors are being appointed by the Board to fill staggered Board vacancies, then the Board shall determine which appointee shall serve each respective staggered term.

***Article III, Section 3.04, is hereby amended to read as follows:***

Section 3.04. Vacancies and Removal.

(a). Vacancies. Any vacancy that occurs on the Board of Directors due to the death, resignation or removal of a director will be filled by a new appointee approved by a majority vote of the remaining Directors, and the appointee will serve the remaining term of the vacant directorship; unless the vacancy is caused by a Director being removed from the Board by a vote of the membership at a special meeting called for that purpose, in which case the members in attendance at that special meeting must select a replacement(s) to fill the position(s) of the

removed Director(s). Any Director elected by the members to fill a vacancy on the Board will serve until the next annual meeting of the owners or until his successor is duly elected and qualified.

(b). Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority vote of the members of the Corporation at a special meeting called for such purpose. The vacancy of a Director removed by the members at a special meeting shall be filled by the members in attendance at that same special meeting. Any Director elected by the members to fill a vacancy on the Board will serve until the next annual meeting of the owners or until his successor is duly elected and qualified.

Pursuant to Indiana Code 23-17-12-10, as may be amended or re-codified from time to time, and the Articles, the Board of Directors also has the right to remove a Director from the Board "for cause" by a majority vote of the remaining Board members.

For purposes of this provision, an act that constitutes "for cause" includes, but is not limited to: a) failing to attend three (3) or more consecutive meetings of the Board of Directors; b) becoming ineligible to serve on the Board according to any terms set forth in the Declaration, Articles or these Bylaws; c) acts of fraud, theft, deception, or criminal behavior; d) breach or disclosure of confidential Board or owner information or discussions to person(s) not on the Board; or e) any other actions not authorized or ratified by the Board which hinder or bypass the authority of the Board to act as a whole.

Determination of whether "for cause" has been sufficiently established to justify removal of a Director is left to the sole discretion of the members or the remaining Directors and may not be overturned by judicial action unless it is determined by a court of competent jurisdiction that the removal of the director was contrary to the Act. The vacancy of a directorship due to a Director being removed by a vote of the Board shall be filled by a majority vote of the remaining Board members.

***Article III, Section 3.11, is hereby amended to read as follows:***

Section 3.11. Action Taken without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if the action is approved by a majority of the entire Board in writing or via email. If an action is approved via writing or email, evidence of the written or email approval must be made a part of the corporate Board minutes or records. However, failure to keep documentation of the approval does not automatically invalidate the decision.

***Article III, Section 3.13, is hereby added to the Bylaws and reads as follows:***

Section 3.13. Conflicts of Interest. To avoid any possible conflicts of interest, no director, officer or committee member may be a vendor or service provider to the Association.

*Article IV, Section 4.02, is hereby amended to read as follows:*

Section 4.02. Election and Terms. Each officer will be appointed by the Board of Directors at the Board's annual meeting, and shall hold that officer position until: a) the next annual meeting of the Board; b) the expiration of the director's term on the Board of Directors; or c) the director's removal or resignation from the Board, whichever occurs first.

*Article IV, Section 4.03, is hereby amended to read as follows:*

Section 4.03. Vacancies and Removal. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the vacant office shall be filled by the Board of Directors, and the officer so elected shall hold office until the next annual meeting of the Board or until his or her successor is duly elected and appointed.

Any officer may be removed at any time, with or without cause, by vote of a majority of the whole Board. A Director removed from a particular office shall continue to serve on the Board of Directors, and may be re-appointed to a different office or may serve on the Board without an officer designation.

*Article IX is hereby amended to read as follows:*

These Bylaws may be amended by a majority of the owners in attendance, either in person or by proxy, at a duly called meeting where quorum is present.

**[End of Proposed Bylaw Amendments]**

The undersigned hereby certifies that this Amendment to the Code of Bylaws of Foxmoor Homeowners Association, Inc. was duly moved and passed at a regular or special meeting of the members by a vote of a majority of a quorum of the members present in person or by proxy.

**FOXMOOR HOMEOWNERS ASSOCIATION, INC.**

William H Woodman

President

10-12-11

Date

William H. Woodman

Printed Name of Director

**ATTEST:**

Elaine M. Davidson

Secretary

10-12-11

Date

ELAINE M. DAVIDSON

Printed Name of Director

STATE OF INDIANA )  
                          Johnson )  
COUNTY OF MARION )

Before me a Notary Public in and for said County and State, personally appeared William H. Woodman and Elaine M. Davidson, the President and Secretary, respectively, of Foxmoor Homeowners Association, Inc., who acknowledged execution of the foregoing Amendment to the Code of Bylaws of Foxmoor Homeowners Association, Inc. and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal of this 12 day of October, 20 11.

Aaron Quinn  
Notary of Public – Signature

Aaron Quinn  
Printed



**AARON QUINN**  
Notary Public, State of Indiana  
Resident of Marion County  
My Commission Exp. Sept. 7, 2014

*I hereby affirm, under the penalties for perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law. –Scott A. Tanner*

**This document was prepared by and should be returned to:**  
**Scott A. Tanner, TANNER LAW GROUP, 6745 Gray Road, Suite H, Greenwood, IN 46237**