

**AMENDED & RESTATED BYLAWS
OF
GEIST WOODS ESTATES HOMEOWNERS' ASSOCIATION, Inc.**

**ARTICLE I
NAME AND LOCATION**

Section 1.01. Name. The name of the Corporation is Geist Woods Estates Homeowners' Association, Inc. (hereinafter referred to as the "HOA").

Section 1.02. Registered Agent and Registered Office. The registered office of the HOA is P.O. Box 234, McCordsville, Indiana 46055; and the name of the Registered Agent of the HOA at that office is the current President of the HOA. The location of the registered office of the HOA or the designation of its Registered Agent or both may be changed at any time or from time to time when authorized by the Board of Directors, by filing a notice of change with the Secretary of State of Indiana.

Section 1.03. Fiscal Year. The fiscal year of the HOA shall be the calendar year.

Section 1.04. Definitions. Capitalized terms used but not defined herein shall have the meanings attributed to such terms in the Declaration of Covenants, Conditions and Restrictions for Geist Woods Estates recorded on January 25, 2007 as Instrument No. 2007-0001120, in the Office of the Recorder of Hancock County, Indiana (the "Declaration").

**ARTICLE II
MEMBERSHIP**

Section 2.01. Members. Members include every Lot Owner within the HOA (hereinafter referred to as "Members").

Section 2.02. Rights, Preferences, Limitations and Restrictions of Members. All Members shall abide by the Articles of Incorporation, these Bylaws, the rules and regulations adopted by the Board of Directors, and the Declaration. These documents are contained within the Geist Woods Estates web site (www.geistwoodsestateshoa.com).

ARTICLE III MEETING OF MEMBERS

Section 3.01. Annual Meeting. At least annually and at such other times as may be necessary, the meetings of the HOA shall be held for the purpose of electing the Board of Directors and for such other purposes as may be required by the Articles or these Bylaws. The annual meeting of the Members of the HOA shall be held within the first quarter of each calendar year or such other date within each calendar year as the secretary may designate. At the annual meeting, the Members shall elect the Board of Directors of the HOA (hereinafter referred to as “Board” or “Directors”) in accordance with the provisions of these Bylaws and transact such other business as may properly come before the meeting. Any Member may participate in an annual or regular meeting of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is considered to be present in person at the meeting.

Section 3.02. Quorum. At any meeting of the Members, representation in person or by proxy of Members who hold not less than thirty percent (30%) of the votes of all Members in good standing shall constitute a quorum. For a vote on any matter to be valid, the quorum requirement must be met at the time of completion of that vote. If such quorum shall not be present or represented at any meeting, a majority of the Members entitled to vote thereat, shall have power to adjourn that meeting to a day which is not more than one (1) week from the day the original meeting was called. Notice of the adjournment may not be given if the time and place to which the meeting is adjourned are fixed and announced at the original meeting. When the meeting reconvenes, the quorum requirement shall be lowered to 20 percent (20%) of the total voting power of the Members in good standing which must be present in person or by proxy.

Section 3.03. Special Meetings. A special meeting of the Members of the HOA may be called by the President of the HOA, by resolution of the Board of Directors, or upon written signed petition of the Members entitled to cast at least ten percent (10%) of the total votes entitled to be cast by all Members. The resolution or petition shall be presented to the Secretary of the HOA and shall state the purpose for which the meeting is to be called. Upon receipt of this request, the President shall immediately cause written notice to be given of the special meeting to be held on a date not less than ten (10) nor more than thirty-five (35) days after the written notice. If written notice is not given to the Members within thirty (30) days after the delivery of the request, the Members making the special request may call the special meeting and give written notice of it. No business shall be transacted at a special meeting except as stated in the notice, petition or resolution. Any Member may participate in a special meeting of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is considered to be present in person at the meeting.

Section 3.04. Notice and Place of Meeting. All meetings of the Members of the HOA shall be held at any suitable place in Marion County or Hancock County, Indiana, or at such other location as may be designated by the Board of Directors. Written notice shall be given of the meeting to be held on a date not less than ten (10) nor more than thirty-five (35) days before the meeting to each Member entitled to vote thereat. The notice shall specify the date, time and

place of any meeting, and in the case of a special meeting or when otherwise required by law, the purpose or purposes for which the meeting is called shall be delivered, or mailed by the Secretary of the HOA, to each Member of record at such address as appears upon the records of the HOA.

Section 3.05. Voting. Members shall be entitled to one (1) vote for each Lot owned with respect to each matter submitted to a vote of Members upon which the Members are entitled to vote. When more than one person holds title to any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot. There can be no split vote.

Unless otherwise expressly set forth by law, the Declaration, the Articles of Incorporation or these Bylaws, the affirmative vote of fifty-one percent (51%) of the Members in good standing voting on any matter at a meeting of Members shall be sufficient to determine the matter, provided that any quorum requirement is met at the time of completion of that vote.

Pursuant to Section 2(A)(iv) of the Declaration, the Board may suspend the voting rights of a Member for nonpayment of dues or any assessment if the dues, assessment, or any other amount due under any of the provisions of the Declaration are delinquent for more than thirty (30) days, or if a Member shall be in default in the performance of any of the terms of the Declaration for a period of thirty (30) days. Such Member shall remain suspended until all payments are brought current and all defaults remedied.

Section 3.06. Voting by Corporation, Partnership or Trust. When a trust, corporation or partnership is a Member, the trustee may cast a vote on behalf of the trust, the agent or other representative of the corporation duly entitled by the board of directors of such corporation shall cast the vote to which the corporation is entitled, and the agent or other representative of the partnership duly appointed by the partners thereof shall cast the vote to which the partnership is entitled.

Section 3.07. Voting by Proxy. A Member may vote either in person or by his proxy. Where voting is by proxy, the Member shall duly designate his proxy in writing delivered to the Secretary of the HOA by Hand delivery, mail, facsimile, or electronic mail or other electronic means not later than 48 hours prior to commencement of the meeting. A proxy must include the following:

- (a) Name and address of the Member giving the proxy;
- (b) The name of the individual empowered to exercise the Member's proxy;
- (c) The date on which the proxy is given;
- (d) The date of the meeting for which the proxy is given;
- (e) The Member's signature, whether executed by hand or as an electronic signature; and
- (f) An affirmation under penalties for perjury that the individual signing the proxy has the authority to grant the proxy to the individual named in the proxy to exercise the proxy.

A Member may state in a proxy that the proxy is limited in its use to specific matters described in the proxy. The Member may give a proxy for a meeting and any continuation of that meeting,

if a proxy states that it expires on a stated date that may not be more than one hundred eighty (180) days after the date on which the Proxy is given. A proxy or a copy of the proxy that is exercised for any purpose at a meeting must be kept with the records of the meeting.

Section 3.08. Conduct of Meeting. The President of the HOA shall be the Chairman of the meeting and shall call the meeting to order at the duly designated time and business will be conducted in the following order to the extent applicable:

- (a) Reading of Minutes. The Secretary shall read the minutes of the last annual meeting and the minutes of any special meeting held subsequent thereto.
- (b) President's Report.
- (c) Treasurer's Report. The Treasurer shall report to the Members concerning the financial condition of the HOA and answer relevant questions of the Members concerning the expenses and financial report for the prior year and the proposed budget for the current year.
- (d) Secretary's Report.
- (e) Committee Reports. Each committee in existence at the time of the meeting will present a report of its activities over the past year.
- (f) Election of Board of Directors. Directors for open positions shall be elected by the Members of the HOA.
- (g) Old Business.
- (h) New Business.
- (i) Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the HOA at least ten (10) days prior to the date of the meeting; provided, however, such written request may be waived at the meeting if agreed by a majority vote of the Members in good standing and present in person or by proxy at the meeting.

Section 3.09. Annual Budget. The HOA annual budget will be presented to the Membership at the HOA's Annual Meeting.

Section 3.10. Action Without Meetings; Written Ballots. Unless a meeting is required by the Declaration, an action that may be taken by the Members at an annual, a regular, or special meeting may be taken without a meeting if the HOA delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when: (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must do the following:

- (a) Indicate the number of responses needed to meet the quorum requirements set forth in Article III, Section 3.02 herein;
- (b) State the percentage of approvals necessary to approve each matter other than the election of Directors; and

- (c) Specify the time by which a ballot must be received by the HOA to be counted.

A written ballot may not be revoked.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Number. The number of Directors of the HOA shall be three (3). A Director must be a Member of the HOA.

Section 4.02. Election and Vacancies. The Directors shall be elected at each annual meeting of the HOA as provided in **Sections 3.01, 3.05, 3.06, and 3.07** hereof and shall hold office for the term of three years, staggered such that only one vacancy occurs each year. A Director whose term has expired may run again for a position on the Board. Any vacancy or vacancies occurring on the Board of Directors shall be filled by vote of the Members entitled to vote for the Director. The first vote taken will be for the vacancy with an expired term. Subsequent votes will be taken to fill other vacant Director positions, in decreasing order of length of term.

Vacancies that occur within the first six (6) months prior to the Annual Meeting, shall be filled by a vote of the Membership in a special meeting (Section 3.03) in accordance with voting procedures established in Sections 3.05, 3.06 and 3.07. Any Director elected to fill such vacancy shall serve for the unexpired term of the Director whose vacancy is thus filled. If a vacancy occurs within six (6) months of the next Annual Meeting, the Board, at its discretion, may appoint a replacement to fill the vacant position until the next Annual Meeting at which time the vacancy will be filled by election for the balance of the Director's unexpired term. If more than one vacancy is open for vote, the position with the longest remaining term shall be voted on first, followed by the next longest remaining term.

In accordance with Indiana Code § 32-25.5-3-11, incorporated herein by this reference, if a meeting of the HOA is called for the purpose of election or appointment of members of the Board of Directors and the number of Members of the HOA in attendance at the meeting does not constitute a quorum as defined in Article III, Section 3.02 of these Bylaws, the members of the Board of Directors at the time of the meeting may continue to serve until their successors are selected and qualified, regardless of the length of any Director's term or the number of terms the Director has served. The failure the HOA to achieve a quorum at a meeting does not exempt any Member from, or create an affirmative defense for any Member with respect to, the Member's obligations under the Association's governing documents or the Member's obligations to otherwise abide by the use of the Property or the payment of assessments. The HOA has authority both as a corporation or an entity and as derived from the members of the Board of Directors to enforce the HOA's governing documents.

Section 4.03. Removal of Directors. A Director may be removed with or without cause by a majority vote of the Members in good standing, at a special meeting of the Members duly called and constituted. The successor to a removed Director shall be elected at the same meeting for the remaining term of the removed Director.

ARTICLE V
POWER AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.01. Powers. The business and affairs of the HOA shall be managed by the Board of Directors. The Board of Directors shall provide for the administration and enforcement of the standards, covenants and restrictions contained in the Declaration; the maintenance, upkeep, repair, replacement, administration and operation of the Common Areas, the Lakes, Lake Access and Maintenance Easement and Landscape Easements; and the performance of such other functions relating to the operation and maintenance of Geist Woods Estates as a first-class residential development as determined by the Board of Directors to be advisable or appropriate.

Without limiting the generality of the foregoing, the powers of the Board of Directors shall include, but not be limited to:

- (a) To employ a managing agent to assist the Board in performing its duties;
- (b) Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors;
- (c) To purchase for the benefit of the Members such equipment, materials, labor and services as may be necessary in the judgment of the Board of Directors;
- (d) To acquire, own, hold, improve, maintain, manage, convey, transfer or dedicate real or personal property for the benefit of Members;
- (e) To procure such insurance as in the opinion of the Board of Directors is necessary or advisable in accordance with Section 2(D) of the Declaration;
- (f) To employ legal counsel, architects, contractors, accountants and others as in the judgment of the Board of Directors may be necessary or desirable in connection with the business and affairs of the HOA;
- (g) To open and maintain a bank account or accounts in the name of the HOA;
- (h) To constitute, appoint and establish such committees as the Board of Directors deems necessary to aid it in operating and managing the HOA;
- (i) To adopt and amend from time to time reasonable rules and regulations with respect to the use, operation and enjoyment of the Common Areas, the Lakes, and the Landscape Easements within Geist Woods Estates;
- (j) Have the authority and responsibility to fix, levy and collect Assessments and other amounts upon and subject to the terms and provisions of the Articles of Incorporation and/or of the Declaration; and
- (k) Take any and all other actions authorized by the Declaration, the Articles, and/or applicable law.

Section 5.02. Duties. The duties of the Board of Directors shall include:

- (a) Assessment and collection of each Member's Proportionate Share of the annual Assessment.
- (b) The adoption of an annual budget which shall be mailed or delivered to each Member at the time specified in the Declaration, together with an estimate of each Member's

- Proportionate Share of the estimated annual Assessment for the fiscal year covered by the annual budget.
- (c) Preparation of a written notice of all Assessments levied by the Association upon each of the respective Lots and their Owners to be mailed or delivered to the respective Owners or their designated representatives as promptly as practicable and in any event not less than thirty (30) days prior to the due date of such Assessment or any installment thereof in accordance with Section 5(H)(i) of the Declaration.
 - (d) Maintenance of a current, accurate and detailed record of receipts and expenditures of the HOA which shall be available for examination by each Member at any time during normal business hours upon prior written request subject to the requirements of Indiana Code § 32-25.5-3-3(g)-(m).
 - (e) Cause to be kept a complete record of 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 Members representing 30 percent (30%) of the Members who are entitled to vote subject to the requirements of Indiana Code § 32-25.5-3-3(g)-(m).

Section 5.03. Compensation. No Director shall receive any compensation for his services as such except to such extent as may be expressly authorized by a majority vote of the Members.

ARTICLE VI MEETINGS OF DIRECTORS

Section 6.01. Annual Meeting of the Board. The annual meeting of the Board of Directors shall be held following the annual meeting of the Members. This meeting shall be held for the purpose of electing or re-electing officers of the HOA and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting.

Section 6.02. Regular Meetings of the Board. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors. The Secretary shall give notice of the regular meetings of the Board to each Director personally, electronic, or by United States Mail at least three (3) days prior to the date of such meeting.

Section 6.03. Special Meetings of the Board. Special meetings of the Board may be called by the President or any two (2) members of the Board. Persons calling such meeting shall give written notice thereof to the Secretary who shall either personally or by mail, at least three (3) days prior to the date of such special meeting, give notice to the Board Members. Notice of the meeting shall contain a statement of the purpose for which the meeting was called. Such meeting shall be held at such place and at such time in Marion County, Indiana, or Hancock County, Indiana as shall be designated in the notice.

Section 6.04. Waiver of Notice of Board Meetings. Any Director may in writing waive notice of any meeting of the Board of Directors. The presence of any Director at a meeting shall, as to such Director, constitute waiver of notice of the time, place and purpose thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. A Director may participate in any meeting of the Board of Directors by, or conduct any such meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting.

Section 6.05. Quorum of Board Meetings. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the action of a majority of the Directors present at any meeting at which a quorum is present shall be the decision of the Board of Directors unless the decision of a greater number is required by the Declaration, applicable law, the Articles of Incorporation or these Bylaws.

Section 6.06. Bond. The Board of Directors may require the Treasurer and such other officers as the Board deems necessary, to give a bond, indemnifying the HOA against larceny, theft, embezzlement, forgery, misappropriation, wrongful abstraction, willful misapplication, and other acts of fraud or dishonesty, in such sums and with such sureties as deemed appropriate by the Board of Directors.

Section 6.07. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, unanimous written consents setting forth the action to be so taken shall be signed by all Members of the Board of Directors, and such written consents shall be filed with the minutes of the proceedings of the HOA. Any action so approved or consent to shall have the same effect as though taken at a meeting of the Board of Directors.

Section 6.08. Member Right to Attend Meetings. Members have the right to attend any meeting of the HOA Board, including an annual meeting of the Board. The Board may meet in private to discuss delinquent assessments, initiation of litigation, or discuss litigation that either is pending or has been threatened specifically in writing.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 7.01. Officers of the HOA. The principal officers of the HOA shall be the President, Secretary, and Treasurer, all of whom shall be elected by the Board. The Directors may appoint an Assistant Treasurer and an Assistant Secretary and such other officers as in their judgment may be necessary. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person.

Section 7.02. Election of Officers. The officers of the HOA shall be elected annually by the Board at the initial meeting of each new Board. Upon the vote of a majority of the whole Board,

any officer may be removed either with or without cause and his successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 7.03. The President. The President shall be elected from among the Directors and shall be the chief executive officer of the HOA. The President shall:

- (a) Preside at all meetings of the HOA and of the Board;
- (b) Have and discharge all the general powers and duties usually vested in the office of president or chief executive officer of an association or a nonprofit corporation organized under the laws of Indiana;
- (c) Sign all legal instruments authorized by and on behalf of the HOA, including contracts, bonds, and insurance policies;
- (d) Coordinate website maintenance; and
- (e) Primary point of contact and responsible officer for resolution of Member complaints on governing document violations.

Section 7.04. The Secretary. The Secretary shall:

- (a) Attend all meetings of the HOA and of the Board;
- (b) Keep or cause to be kept a true and complete record of the proceedings of such meetings;
- (c) Record the votes at the meetings;
- (d) Prepare and serve notice of meetings of the Board and of the Members;
- (e) Maintain a current roster of all Members showing the names, mailing addresses and legal descriptions;
- (f) Maintain electronic mail addresses and telephone numbers of those Members who have consented to be included in the membership directory;
- (g) Maintain Member authorization records for use of electronic mail addresses and telephone numbers for HOA announcements;
- (h) See that all notices of the HOA or the Board are duly given, mailed or delivered, in accordance with the provisions of these Bylaws, the Declaration, the Articles, and applicable law;
- (i) Serve as the custodian of official documents and records;
- (j) Maintain "Box" electronic database for HOA documents;
- (k) Maintain the Indiana Business Entity Report using Inbiz and keep all other records on file with the Office of the Indiana Secretary of State current; and
- (l) Serve as the primary contact for HOA email.

Section 7.05. The Treasurer. The Treasurer shall:

- (a) Maintain a correct and complete record of account showing accurately at all times the financial condition of the HOA and such other duties incident to the office of Treasurer;
- (b) Be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the HOA;
- (c) Immediately deposit all funds of the HOA coming under the control of the Treasurer in some reliable bank or other depository to be designated by the Board and shall keep such bank account in the name of the HOA;

- (d) Prepare an annual budget that reflects estimated revenues and expenses for the budget year and the estimated surplus or deficit as of the end of the current budget year;
- (e) Provide each Member a copy of the annual budget;
- (f) Provide budget status reports and year end projections for the current budget year at each of the Board meetings;
- (g) Bill and collect annual HOA dues from Members;
- (h) Coordinate preparation of Federal and State income tax returns;
- (i) Prepare dues letters for closing; and
- (j) Pay the financial obligations of the HOA.

Section 7.06. Assistant Officers. The Board of Directors may, from time to time, designate and elect an Assistant Secretary and Assistant Treasurer who shall have such powers and duties as the officers whom they are elected to assist shall delegate to them and such other powers and duties as these Bylaws, the Board of Directors or President may prescribe.

Section 7.07. Delegation of Authority. In case of the absence of any officer of the HOA, or for any other reason that the Board may deem sufficient, the Board or President may delegate the powers or duties of such officer to any other officer or to any Director.

ARTICLE VIII CONTRACTS, CHECKS, NOTES, ETC.

Section 8.01. Contracts and Agreements. All contracts and agreements entered into by the HOA shall be signed by the President. Any one of the documents heretofore mentioned in this Section for use outside the ordinary course of the business of the HOA, or any notes or bonds of the HOA shall be executed by and require the signature of the President. Any certifications regarding the general affairs of the HOA shall be signed by the President, Secretary or the Treasurer of the HOA.

Section 8.02. Checks, Drafts and Bills of Exchange. All checks, drafts, and bills of exchange, and orders for the payment of money shall, in the conduct of the ordinary course of business of the HOA, unless otherwise directed by the Board of Directors or unless otherwise required by law, shall be signed by the Treasurer or the President if the Treasurer is not available.

ARTICLE IX COMMITTEES AND DUTIES

Section 9.01. General. The Board may appoint committees to provide special assistance and support to the HOA and to the Board. Each committee will have a chairperson and will have a Board member acting as a liaison between the Board and the committee.

Section 9.02. Pond and Beautification. The Pond and Beautification committee is primarily responsible for the overall appearance and maintenance of the Common Areas, and for the overall appearance of the neighborhood in general. This committee shall:

- (a) Negotiate contract(s) with landscape contractor(s) for the Common Areas;
- (b) Monitor and approve work of landscape contractor(s) for payment by the Treasurer;
- (c) Monitor condition of the street lamps in the HOA and coordinate lamp replacement when necessary;
- (d) Monitor the condition of the pond and coordinate with pond maintenance contractor; and
- (e) Coordinate neighborhood beautification projects as appropriate

Section 9.03. Architectural Review Committee (ARC). The ARC is responsible for the review and approval of any changes to the exterior of Member houses as specified in the Declaration. The ARC shall:

- (a) Comply with the applicable provisions of the Declaration, including Sections 3 and 9 therein;
- (b) Use the McCordsville Geist Woods Estates Development Standards and Commitments to be enforced by the HOA, dated January 3, 2006, and recorded as Instrument Number 060001732 in the Office of the Recorder of Hancock County, Indiana in reviewing and approving Membership architectural requests;
- (c) Respond to Members requests for architectural review within seven (7) calendar days, and make a determination on the request within sixty (60) days of receiving all required information from the Member in accordance with Section 3(B) of the Declaration;
- (d) Base decisions on ARC requests on a majority vote of the ARC members and pursuant to the criteria set for in Section 3 of the Declaration;
- (e) Notify the Member of their right to appeal to the Board pursuant to Section 3(I) of the Declaration, if their request is denied by the ARC; and
- (f) Prepare Architectural Guidelines, approved by the Board, to assist Members in understanding architectural standards and the approval process

Section 9.04. Social Committee. The Social Committee is responsible for developing and coordinating activities and events that promote the social interaction within the Membership of the HOA. The Social Committee shall plan, coordinate and communicate activities and events open to all Members that facilitate the social interaction within the HOA.

ARTICLE X MISCELLANEOUS

Section 10.01. Amendments. The power to make, alter, amend or repeal these Bylaws is vested only in the Directors of the HOA elected by the Members in accordance with the Articles of Incorporation and these Bylaws, and such action shall be taken only at a meeting of such Directors specifically called for such purpose. The affirmative vote of the majority of all such Directors shall be necessary to effect any such changes in these Bylaws, unless otherwise provided in the Articles of Incorporation, these Bylaws or the Declaration; provided that no amendment may be made to these Bylaws that would conflict with or be contrary to the terms and provisions of the Articles of Incorporation or the Declaration.

Section 10.02. No Act of Business for Profit. These Bylaws shall not be construed to give the HOA authority to conduct any act of business for profit on behalf of one or more Members.

Section 10.03. Books and Records.

- (a) The books, records and papers of the HOA shall at all time, during reasonable business hours, be subject to inspection by any Member unless limited by Indiana Code § 32-25.5-3-3(g)-(m), the terms of which are incorporated herein by this reference;
- (b) The Declaration, Articles of Incorporation, Bylaws, and rules and regulations and guidelines, if any, shall be available for inspection by any Member at the principal office of the HOA or at such other reasonable place as the Board might direct, where copies may be purchased at reasonable cost pursuant to the requirements of Indiana Code § 32-25.5-3-3(g)-(m) being first met;
- (c) The minutes of meetings of the HOA Board, including the Annual Meeting, must be available to a Member upon request which may be submitted in person, in writing or by electronic mail subject to the limitations of Indiana Code § 32-25.5-3-3(g)-(m);
- (d) The financial records, including all contracts, invoices, bills, receipts, and bank records of the HOA must be available for inspection by each Member upon written request subject to the limitations of Indiana Code § 32-25.5-3-3(g)-(m);
- (e) If there is a dispute between a Member and the HOA Board, the Board will make available to the Member all communications concerning the dispute subject to the limitations of Indiana Code § 32-25.5-3-3(g)-(m);
- (f) The Board shall make all communications and information concerning a Lot to the Owner of the Lot or a home on the Lot subject to the limitations or requirements of Indiana Code § 32-25.5-3-3(g)-(m); and
- (g) If the Board initiates communication with any Member about another Member's Lot, the Board must give a copy of that communication to the other Member whose Lot is the subject of the communication subject to the limitations or requirements of Indiana Code § 32-25.5-3-3(g)-(m).

Section 10.04. Confidentiality. Members' information maintained by the HOA may be used only for a purpose related to the operation of the HOA and may not be released outside of the HOA.

Section 10.05. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of conflict between the Declaration and these Bylaws, the Declaration shall control.

Section 10.06. Compliance with IC 32-25.5. The HOA shall comply with the Grievance Resolution procedures set for in Indiana Code § 32-25.5-5-1 *et. seq.*, which are incorporated herein by this reference.

These Bylaws are an amendment and restatement of, and supersede, the Code of By-Laws of Geist Woods Estates, dated December 20, 2017.