

Tuscany Community Association Inc.  
**By-laws Official Document**

Updated, Presented and Approved by general membership on April 23<sup>rd</sup>, 2018.

Article I.        Name

The organization shall be known as the Tuscany Community Association, Inc.

Article II.       Office

The Association's principal office shall be at:  
Tuscany Community Association, Inc.  
P.O. Box 8182  
Fort Wayne, IN 46898

Article III.      Boundaries

The boundaries of the neighborhood represented by the Association shall be:

- (1)     the south side of Roy Delegrange Ditch on the north
- (2)     the north side of Carroll Road on the south,
- (3)     the west side of Corbin Road on the east and,
- (4)     the east side of private property on the west.

Article IV.      Purposes

The purpose of the Tuscany Community Association shall be:

- (1)     To elevate and promote the image of the neighborhood.
- (2)     To create a safe living environment 24 hours a day.
- (3)     To identify and seek solutions to neighborhood problems.
- (4)     To act, when necessary, as liaison between the neighborhood and public, private or governmental agencies.
- (5)     To conduct social activities to create a greater sense of neighborhood pride.
- (6)     To enhance property values.
- (7)     To promote a sense of neighborhood pride among residence.
- (8)     To carry out purposes and powers expressed in the Articles of InAssociation of the Association and in the Declaration by Tuscany Community Association, Inc for the plat of the subdivision.

Article V.       Membership

- (1)     Member shall mean and refer to each owner as provided in Article VII of the Declaration.
- (2)     Owner shall mean and refer to the record owner, whether one or more person or entities of the fee simple title to any lot.
- (3)     Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds such interest or interest in any lot, all such persons shall be members, and 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 such lot.

- (4) Membership shall be effective upon payment of initial and recurring Association dues and assessments.

Article VI. Meetings

- (1) Regular Executive Committee meetings of this Association shall be conducted monthly or more often depending on agenda and actions required. The officers of the board will meet on a monthly basis to discuss overall direction of the Association and to prepare recommendations for the board or community meetings.
- (2) Special meetings of the Association may be called by the Executive Committee on its own initiative or in response to a request from members of the Association. Notice of such meeting must be given to the membership at least 7 days prior to its scheduled time.
- (3) Bi-Annual Association meetings will be held in April and October.
- (4) The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-laws.
- (5) All Association members may attend Executive Committee meetings with 7 days prior notice to the Executive Committee President.

Article VII. Voting

- (1) Voting rights begin 14 days after payment of initial membership dues.
- (2) A person who has been a member in the previous fiscal year will be considered a renewing member and may vote immediately upon payment of dues.
- (3) Members of the Association shall have the right to vote on all Association actions at Bi-annual meetings as described in Article VI of the Association By-laws.
- (4) Members of the Association attending an Executive Committee meeting shall not vote on actions at the Executive Committee meeting. Only members of the Executive Committee shall vote at Executive Committee meeting.
- (5) All issues shall be decided by majority vote of members voting, not by quorum of Association membership. Members as described in Article V of the Association By-laws may utilize a proxy to vote on such issues.
- (6) Homeowners who are in a past due or collection status on their Association account will not be eligible to participate in any votes until dues are paid in full.

Article VIII. Directors

- (1) Number and Term of Office: The property and business of the Association shall be managed by its Board of Directors, each of whom shall be a member of the Association. The number of Directors which shall constitute a whole Board of Directors shall be not less than five (5) nor more than eleven (11). The first Board of Directors shall be comprised of five (5) directors. Elections for Directors and officer/directors shall be held in April of each year. The initial Board of Directors shall serve for a term of one (1) year or until their successors are elected and qualified; but Directors elected at annual meetings thereafter shall be elected for two (2) year terms for the officer/Director directorships except that for the annual

meeting and election held in 2018 the officer/Director position for Vice President and Treasurer shall be for one (1) year terms online in order to provide for staggered terms in the following election years. The non-officer/Director directorships shall be for one (1) year terms, only, unless provided otherwise by Association By-laws. From and after April 23<sup>rd</sup>, 2018 the Board of Directors shall consist of five (5) Directors, four (4) of whom shall be President, Vice President, Secretary and Treasurer.

- (2) Resignation: Any Director may resign his or her office at any time by delivering his or her resignation in writing to the Association, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.
- (3) Removal: Any Director shall be removed, either at any regular meeting or at a special meeting of the Board of Directors called for that purpose by a majority vote of those Directors present in person if that Director has missed three (3) consecutive unexcused regular or special Board of Directors' meetings. An unexcused absence is defined as being absent from any regular or special meeting of the Board of Directors without first gaining permission for such absence from the President, or in absence of the President, the Secretary of the Association. The removal shall be effective immediately, even if a successor is not elected simultaneously.
- (4) Vacancies: Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board, and such Director so elected shall hold office for the unexpired portion of the term of the Director whose place is filled.
- (5) First Meetings: The first meeting of the newly elected Board of Directors shall be held as soon as is reasonable feasible after the election of such Board.
- (6) Regular Meetings: The regular meetings of the Board of Directors may be held on the 15<sup>th</sup> day of each month or such other day as may be established by the Board of Directors from time to time. Notice of the regular monthly meetings shall not be required to be given to each Director.
- (7) Special Meetings: Special meetings of the Board of Directors may be held upon the call of the President. The President shall give notice of such meeting to each Director either by personally delivering, by email message, or by depositing in the United States Mail, postage prepaid, addressed to such Director, a written or printed notice of the date and place of such meeting, such notice to be so delivered or so mailed at least five (5) days before the date of such special meeting. Notice of the date, place, and purpose of the holding of such meeting of the Board may be waived in writing by any Director if the waiver sets forth, in reasonable detail, the purpose or purposes for which meeting is called and the time and place thereof. Attendance at any such meeting in person by any Director shall constitute waiver of the notice of such meeting. Whenever all the Directors shall meet, such meeting shall be valid for all purposes and at such meeting any Association action may be taken.
- (8) Quorum: A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business, except the filling of vacancies, and the act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is expressly required by law.

- (9) Action by Consent: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting.
- (10) Chairperson and Secretary of Meetings: The President of the Association shall preside at all meetings. If the President is absent, then the Vice President or any Director chosen by the Directors present shall call meetings of the Board of Directors to order and shall act as Chairperson of such meetings. The Secretary of the Association shall act as the Secretary of the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.
- (11) Compensation: No member of Board of Directors of the Association shall receive any compensation for his or her service to the Association. However, the Association may, from time to time, authorize that Officers be reimbursed for actual out—of—pocket expenses incurred on behalf of and at the direction of the Association.
- (12) Electronic Participation: The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, electronic facilities by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Article IX. Duties of Officers

- (1) The President
  - (a) shall direct and supervise all efforts for the continued success of the Association
  - (b) shall plan all monthly Executive Committee meetings, including agenda development, facilitation of meetings, logistics and location
  - (c) shall plan quarterly Association meetings, including agenda development, facilitation of meetings, logistics and location
  - (d) is ultimately responsible for the allocation and care of neighborhood non-monetary assets including computer hardware and software, and paper records.
  - (e) be the sole spokesperson for the Association to the public unless another member of the Executive Committee is chosen, as necessary
  - (f) shall sign all contracts and agreements for the Association
- (2) The Vice-President
  - (a) shall assist the efforts of the President
  - (b) shall obtain bids and manage contracts for all services necessary to maintain the neighborhood and Association properties
  - (c) shall develop committees and volunteer positions for Association member involvement
  - (d) shall make recommendations for improvement on processes, procedures, By-laws and other governance
  - (e) shall assist the Treasurer in the collection of all Association assessments and past due accounts
  - (f) shall take on other duties as assigned by the President of the Association
- (3) The Secretary

- (a) shall maintain a permanent record of meetings (Executive and Association)
  - (b) shall maintain correspondence of the Association
  - (c) shall maintain a current list of Association members including names, address, phone and email address
  - (d) shall prepare an annual financial report with the assistance of the Treasurer
  - (e) shall perform other duties as assigned by the President or the Executive Committee
- (4) The Treasurer
- (a) shall manage all Association monies
  - (b) present a complete report at each monthly meeting
  - (c) present a complete report at each Association meeting
  - (d) maintain a current list of paying and non-paying Association members
  - (e) provide a monthly financial summary to the Association membership via neighborhood e-mail list
  - (f) Prepare and present a complete written financial report for audit by the Executive Committee and provided to the membership prior to the April semi-annual meeting for the previous fiscal year of the Association.
- (4a) At-Large Directors
- (a) shall attend all Executive Committee meetings as well as quarterly meetings to offer assistance, opinions and experience.
  - (b) provide advice and assistance in carrying out Association activities
  - (c) perform such other duties as requested by the President or the Executive Committee
- (5) All records, receipts, equipment and other purchased or donated assets are the property of the Association. An inventory of such shall be maintained by the Treasurer and transferred to the newly elected President, Vice-President, Secretary and Treasurer.

Article X. Indemnification of Officers and Directors

- (1) Definitions. As used herein, the term "Director" shall include each present and former Director of the Association and the term "Officer" shall include each present and former officers of the Association, or any person who, at the Association's request, is serving or may have as an agent at the direction of an officer in the business of the Association. The term "expenses" shall include, but shall not be limited to, reasonable amounts for attorney's fees, costs, disbursements, and other expenses, and the amount or amounts of judgements, fines, penalties, and other liabilities.
- (2) Indemnification Granted. Each Director and Officer shall be and hereby is indemnified by the Association against:
- a. Expenses incurred or paid by him or her in connection with any claim made against him or her, or any actual or threatened action, suit, or proceeding (civil, criminal, administrative, investigative or other, including appeals, and whether or not relating to a date prior to the adoption of this By-Law) in which he or she may be involved as a part or otherwise, by reason of his or her being or having been a Director or Officer, or by reason of any action taken or not taken by him or her in such capacity; and

- b. The amount or amounts paid by him or her in settlement of any such claim, suit, or proceeding, or any judgement or order entered therein, subject, however to the following provisions:
- i. Excluded from the indemnity given in subparagraphs (a) and (b), above, are any amounts paid or payable by any such Director or officer of the Association or to any other Association referred to in Section 1 hereof in which he or she serves or served as a Director and/or officer and
  - ii. A Director or officer who has been wholly successful, on the merits or otherwise, in defense of any such claim, action, suit, or proceeding, or in defense of any claim, issue, or matter therein, shall be entitled as a matter of right to indemnification for expenses incurred by him or her therein. In any other case, indemnification shall be only upon a determination made, in the manner provided in subparagraph (iii) below, that the Director or officer acted in good faith for a purpose which he or she reasonable believed to be in the best interest of the Association, and in addition, in any criminal action or proceeding that he or she had no reasonable cause to believe that his or her conduct was unlawful and, in case of any amount of amounts paid in settlement, that such settlement is or was reasonable and in the best interest of the Association; provided, however, if, at any time hereafter, any statutory provisions are enacted by the State of Indiana which prohibit indemnification in respect of any claim, issue, or matter other than after a determination thereof in the manner therein provided, then, and in such event, indemnification in respect thereof shall be made only in accordance with the provisions of such statutory enactment, and
  - iii. All determinations required or permitted by this By-Law, except those to be made pursuant to statutory provisions, shall be made by a majority of a quorum of the Board of Directors comprised of those Directors who are not parties to such claim, action, suit, or proceeding, or if no such quorum exists, or, if such quorum exists and it so resolves, by a group of three or more disinterested persons to whom the questions shall be referred by a quorum of the entire Board of Directors. Nothing herein shall preclude the such a disinterested group or as a portion thereof. In determining whether a Director or officer has met the standards of conduct above set forth, or whether a settlement is or was reasonable and in the interest of the Association, the said majority of a quorum of the Board of Directors, or such disinterested group, as the case may be, may conclusively rely upon the opinion as to facts or law, or both, of independent legal counsel selected by them. Neither termination of any claim, suit, or proceeding, civil, or criminal, by judgement, order, settlement, or conviction nor the entry in a criminal case of any plea shall create a resumption that a Director or officer did not meet the standards of conduct above set forth.

Subject to the limitations herein above imposed, it is intended by this By-Law to grant indemnity to the full extent permissible under the law. It is not intended, however, that the provisions of this By-Law shall be applicable to, and they are not to be construed as

granting indemnity with respect to, matters as to which indemnification would be a contravention of the laws of the State of Indiana or of the United States of America whether as a matter of policy or pursuant to statutory provisions.

(3) Miscellaneous.

- a. Expenses incurred and amounts paid in settlement with respect to any claim, action, suit, or proceeding of the character described in Section 2(a), above, may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount as shall not ultimately be determined to be payable to him or her under this By-Law.
- b. The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any Director or officer not or hereafter may be entitled, shall continue as to a person who has caused to be an indemnified person, and shall inure to the benefits of the heirs, executors, administrators, and other legal representatives of such a person.
- c. The provisions of this By-Law shall be deemed to be a contract between the Association and each Director or officer who serves in such capacity at any time while such By-Law is in effect.
- d. The Board of Directors shall have power on behalf of the Association to grant indemnification to any person other than a Director or officer to such extent as the Board, in its discretion, may from time to time and at any time determine.
- e. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Association's liabilities and obligations under this Article X and insurance protecting the Association's directors or officers, or other persons.

Article XI. By-laws

- (1) Any member may propose revisions, in writing, to the Executive Committee.
- (2) The Executive Committee shall review the By-laws and propose revisions as necessary.
- (3) Amendments to the By-laws may be accomplished as provided in Article XVI.

Article XII. Committees

- (1) The President and Vice-President shall be ex-officio members of all committees.
- (2) The Executive Committee
  - (a) The Executive Committee shall be comprised of the elected officers and the At-Large Directors together with other members of the Association to be selected by the officers.
  - (b) The Executive Committee or its designees shall be responsible for appointing ad hoc committees, conducting elections and setting meeting agenda content.
  - (c) By majority vote of its members, the Executive Committee may conduct business on behalf of the Association.
  - (d) One member of the Executive Committee must serve on any other committee.

- (e) The Executive Committee may appoint to fill all vacancies that may occur.
- (3) The Architectural Control Committee shall be a standing committee. The chairperson or a representative is responsible for giving verbal reports at monthly meetings. The committee will be responsible for maintaining an architectural application process for members of the Association. The committee will approve or deny such application from Association membership based on the Declaration of the Association and the Association By-laws documents.
  - (4) The Communications and Social Committee shall be a standing committee. The chairperson or a representative is responsible for giving verbal reports at monthly meetings. The committee will be responsible for all communications in print and online via the Association website, e-mail distribution lists, and social media accounts. The committee will be responsible for planning, organizing, and executing neighborhood social events based on budget approved by the Association Board of Directors.
  - (5) The Capital Projects Committee shall be a standing committee. The chairperson or a representative is responsible for giving verbal reports at monthly meetings. The committee will be responsible for researching and making recommendations on various capital projects, outside of the regular operating expenses, to the Association Board of Directors. The Association Board of Directors will have the sole authority to approve or deny such requests. If such recommendation is approved by the Association Board of Directors, a vote on said recommendation will be held at the next bi-annual Association meeting.
  - (6) The Safety and Security committee shall be a standing committee. The chairperson or a representative is responsible for giving verbal reports at monthly meetings. The committee will be responsible for researching and making recommendations on improvements and enhancements to Association security and safety. The Association Board of Directors will have the sole authority to approve or deny such requests. If such recommendation is approved by the Association Board of Directors, a vote on said recommendation will be held at the next bi-annual Association meeting.
  - (7) The Maintenance committee shall be a standing committee. The chairperson or a representative is responsible for giving verbal reports at monthly meetings. The committee will be responsible for day-to-day management of approved contractual work performed by contractors with an approved contract with the Association Board of Directors. Examples of day-to-day management of the committee are landscaping, lawn care, mailbox repair, electrical repairs for streetlights, road repairs, snow removal, and other hazardous road conditions. Other duties will be given to this committee based on work awarded by the Association Board of Directors.
  - (8) Committee members on any committee as part of the Association will not receive compensation for their services to the Association. Actual out-of-pocket expenses previously approved by the Association Board of Directors will be reimbursed to committee members.

Article XIII. Finances

- (1) The Association's fiscal year shall be January 1 to December 31.



- (2) The annual Association assessment is scheduled for January 1. Notices will be mailed in December each year. Payment by each member of the Association is dues on January 31<sup>st</sup> of that year.
- (3) The Directors will have a signing authorization of up to \$1,000.00.
- (4) Expenditures over \$1000.00 must be approved by Executive Committee vote at an Executive Committee meeting.
- (5) All transactions shall be subject to an audit by the Executive Committee at the end of the fiscal year (December 31).
- (6) A financial snapshot at the end of each month will be made available to the Association membership electronically or in print. This snapshot will include account balances, and the previous month's debits and credits.
- (7) The Association will have a general fund for operating expenses. At the end of each fiscal year, the executive committee will review and vote on a transfer from the general fund to the capital projects fund, or such other funds that may be established by the Executive Committee with the assistance of the Treasurer.
- (8) The Association will have a capital projects fund where funds must specifically be used for emergency needs or other large capital expenditures. The executive committee must vote to approve any expenditures over \$1,000.00. Major projects over \$20,000.00 must be approved by the Executive Committee and by a majority vote at a neighborhood Association membership meeting. Items that may be paid for from this fund can include:
  - (a) Road replacement
  - (b) Lakes erosion protection
  - (c) Storm drain replacement
  - (d) Mailbox replacement
  - (e) Fence replacement
  - (f) Light post replacement
  - (g) Signage
  - (h) Construction of community-owned buildings/recreational facilities
  - (i) Other emergency items
- (9) The Association Board of Directors/officers, and other approved agents of the Association will be held harmless and are indemnified against liabilities under Indiana law.

Article XIV. Policies

- (1) Executive Committee will create and maintain policies to guide Association activities as needed, which they will follow once approved by the Association officers.
- (2) The Association officers, at their first meeting after election, will review, amend and approve or cancel each Association policy.
- (3) If a conflict occurs between a policy and the By-laws, the By-laws and/or the Association Declaration take precedence.

Article XV. Parliamentary Procedures

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are not inconsistent with these By-laws

and any special rules adopted by the Association. A quorum at Executive Committee meetings shall be a majority of Board members. A quorum at a general Association meeting shall be at least 25% of the voting membership.

Article XVI. Amendments

These By-laws may be amended by the Board of Directors, by the affirmative votes of a majority of the whole Board, at any regular or special meeting notice of which contains the proposed amendment or a digest thereof, or at any meeting, regular or special, at which all Directors are present, with the exception that any provisions which were established by the Declarant of any section of the Plats of Tuscany subdivision may only be amended by an affirmative vote of fifty-one (51%) of the members of the Association itself at a special meeting of the Association called for that purpose.

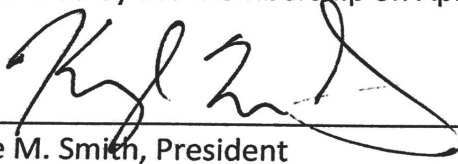
Article XVII. Annual Association Fees and Collection Process

- 1) **Cost:** Every lot or homeowner will initially be assessed \$325.00 Association fee annually. Annual Association fees are not waived or discounted under any circumstances.
- 2) **Invoicing:** Each homeowner will receive an invoice in late November/early December of each year. The invoice will charge homeowners for the annual Association fee for the following calendar year. Example: Homeowner receives an invoice on December 1<sup>st</sup>. Homeowner pays the invoice. This covers the homeowner's Association fees for the term of January 1<sup>st</sup> thru December 31<sup>st</sup> of the following year.
  - a) For homeowner's who move into the neighborhood after the annual invoicing occurs, the Association will send pro-rated invoices out to charge the new homeowner for the current year. Example: If a neighbor moves into the neighborhood on May 31<sup>st</sup>, the Association will send an invoice covering June 1<sup>st</sup> to December 31<sup>st</sup> of that year.
  - b) For homeowner's who move out of the neighborhood after the annual invoicing occurs, please remember to work this into the closing when selling your house. The Association does not issue refunds.
- 3) **Payment:** Every homeowner must make their annual payment by January 31<sup>st</sup> of each year to be considered in good standing. Homeowner's should make their payments via check. Checks should be made out to Tuscany ASSOCIATION. The payment address is P.O. Box 8182 Fort Wayne, IN 46898.
- 4) **Returned Check Fee:** Any returned checks refused by the bank to the Association will have a \$50.00 returned check fee applied to the homeowner's account. A homeowner will need to pay the annual ASSOCIATION fee + the return check fee to pay their balance in full with the ASSOCIATION. The ASSOCIATION board of officers will make a reasonable attempt to contact the homeowner involved. If the homeowner is non-responsive the non-payment procedure will begin.
- 5) **Non-Payment Procedure:** For properties that have not paid their annual ASSOCIATION fee by January 31<sup>st</sup> of each year, a \$50.00 late fee will be applied to the homeowner's account. The ASSOCIATION will send a revised invoice to the homeowner with a 10-day due date set. If this second invoice attempt is unsuccessful, the ASSOCIATION board of officers will send the homeowner a demand notice letter via U.S. postal service certified mail. The homeowner will have 10 days to make the payment. The payment will include the annual ASSOCIATION fees + the late fee + postage expenses incurred by the ASSOCIATION. If the demand notice letter is unsuccessful, the matter will be handed over to the ASSOCIATION attorney for collection. The attorney will advise the ASSOCIATION board on options for collection. The options can include small claims court collection and/or placing a lien on the homeowner's property. The amount the homeowner will be required to pay at this point is the annual ASSOCIATION fee + the late fee + postage expenses incurred by the ASSOCIATION + all collection

agency fees incurred by the ASSOCIATION + all attorney fees incurred by the ASSOCIATION + all associate court costs incurred by the ASSOCIATION. Any property liens will not be removed from a homeowner's property until any balance owed is paid in full.

Article XVIII. Adoption of By-laws

Approved by the membership on April 23<sup>rd</sup>, 2018 as witnessed by,

A handwritten signature in black ink, appearing to read "Kyle M. Smith", written over a horizontal line.

Kyle M. Smith, President