

AMENDED AND RESTATED

CODE OF BY-LAWS OF

THE WOODS AT GEIST OVERLOOK

CROSS REFERENCE: 2002090137

TABLE OF CONTENTS

I.	<u>NAME, LOCATION, APPLICABILITY</u>	2
	1. Name	2
	2. Identification & Adoption	2
	3. Individual Application	2
II.	<u>DEFINITIONS</u>	3
	1. “Declarant”	3
	2. “Community Facilities	3
	3. “Corporation”	3
	4. All of the definitions and terms	3
III.	<u>MEMBERSHIP AND VOTING RIGHTS</u>	3
	1. Membership, Transfer, Voting Rights, Suspension of Voting Rights	3
	2. Quorum	3
	3. Proxies	4
	4. Majority Required	4
	5. Meetings	4
	6. Voting	6
	7. Manner of Voting and Meeting Participation	6
	8. Action by Written Ballots	7
	9. Manner of Communication	7
	10. Failure to Reach Quorum	8
IV.	<u>BOARD OF DIRECTORS</u>	8
	1. Number and Qualification	8
	2. Election of the Board of Directors	8
	3. Powers	9
	4. Duties	10
	5. Term of Office	11
	6. Vacancies	11
	7. Compensation	11
	8. Removal of Directors	11
	9. Organization Meeting	12
	10. Meetings of Directors and Notice	12
	11. Open Board Meetings	12
	12. Waiver of Notice	13
	13. Quorum	13
	14. Action Taken Without a Meeting	13
	15. Standards of Conduct and Liability of Directors and Officers	13
V.	<u>OFFICERS AND THEIR DUTIES</u>	13
	1. Enumeration of Officers	13
	2. Election of Officers	14

	3. Term	14
	4. Special Appointments	14
	5. Resignation and Removal	14
	6. Vacancies	14
	7. Multiple Offices	14
	8. Duties	14
VI.	<u>COMMITTEES</u>	15
VII.	<u>RECORDS OF THE ASSOCIATION</u>	15
VIII.	<u>ASSESSMENTS</u>	16
IX.	<u>LITIGATION AND ENFORCEMENT</u>	17
X.	<u>AMENDMENTS</u>	17
XI.	<u>MISCELLANEOUS</u>	18
	1. Fiscal Year	18
	2. Indemnification of Directors and Officers	18
	3. Personal Interests	18
	4. Contracts, Checks, Notes, Etc.	18

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AMENDED AND RESTATED
CODE OF BY-LAWS
OF THE WOODS AT GEIST OVERLOOK
PROPERTY OWNERS ASSOCIATION, INC.

COMES NOW The Woods at Geist Overlook Property Owners Association, Inc. (hereinafter “Association” or “Corporation”), by its Board of Directors, and states as follows:

WITNESSETH THAT:

The residential community in Fishers, Hamilton County, Indiana commonly known as the Woods at Geist Overlook was established upon the recording of certain Plats with the Hamilton County Recorder; and

The Plats for the Woods at Geist Overlook were originally subject to a certain “Declaration of Covenants, Conditions and Restrictions”, which was filed on November 22, 2002, with the Hamilton County Recorder as Instrument No. 2002090137 (the “Declaration”); and

The Association was incorporated pursuant to the Declaration as a nonprofit corporation pursuant to Articles of Incorporation filed with, and approved by, the Indiana Secretary of State on or about July 23, 2003; and

The Association’s Board of Directors (while under the developer’s control) originally adopted a Code of By-Laws for the Association and the homeowners within the Woods at Geist Overlook; and

The By-Laws in Article X, Section 1, state that the By-Laws may be amended by the Board of Directors provided that no amendment conflicts with the terms and provisions of the Declaration; and

The Board of Directors desires to amend the By-Laws of the Association and to restate them for the convenience of the Owners.

WHEREFORE, the following Amended and Restated Code of By-Laws for the Association is hereby approved and adopted by the Board of Directors of the Association and are effective as of the date of adoption. The following By-Laws shall supersede and replace all former By-Laws of the Association.

**AMENDED AND RESTATED CODE OF BY-LAWS OF
THE WOODS AT GEIST OVERLOOK
PROPERTY OWNERS ASSOCIATION, INC.**

An Indiana Nonprofit Corporation

**ARTICLE I
NAME, LOCATION, AND APPLICABILITY**

Section 1. Name. The name of the Corporation is The Woods at Geist Overlook Property Owners Association, Inc. (hereinafter referred to as the “Corporation” or “Association”). The principal office of the Corporation shall be located at Fishers, Indiana, until and unless changed by the Board of Directors. The office of the Corporation shall be as indicated with the Indiana Secretary of State filings. Meetings of members and/or directors may be held at such places either within or without the State of Indiana as may be designated by the Board of Directors.

Section 2. Identification & Adoption. The provisions of these By-Laws shall apply to the Woods at Geist Overlook community (sometimes referred to in these By-Laws as the “**Neighborhood**”) and the administration and conduct of the affairs of the Association.

Section 3. Individual Application. Each of the Owners within the Neighborhood shall automatically and mandatorily be Members of the Association and be entitled to all the privileges and subject to all of the obligations thereof. All Owners, by their acceptance of their respective deeds to their Lots covenant and agree to be bound by the conditions, restrictions, and obligations contained in the Declaration of Covenants, Conditions & Restrictions, said Declaration being recorded in the Hamilton County Recorder’s Office on November 22, 2002, as Instrument No. 2002090137 (hereafter, “**Declaration**”), together with all amendments or supplements thereto, the Articles of Incorporation, the rules and regulations of the Association and of the provisions hereof. All of the Owners, future Owners, tenants, future tenants, their guests and invitees, or any other person who might now or hereafter use or occupy a Lot or any part of the Common Areas or Community Facilities shall be subject to the rules, restrictions, terms, and conditions set forth in the Declaration, the Articles of Incorporation, these By-Laws, the Indiana Homeowners Association Act (the “**HOA Act**”) (but only to the extent that the provisions of the HOA Act are applicable to the Association since it was created prior to the enactment of the HOA Act), and the mandatory provisions of the Indiana Nonprofit Corporation Act of 1991 (the “**Nonprofit Act**”), all as the same may be amended from time to time, and to any rules and regulations adopted by the Board of Directors as herein provided. The Declaration is incorporated herein by reference. All the covenants, rights, restrictions, and liabilities contained in the Declaration shall apply to and govern the interpretation of the Articles of Incorporation and these By-Laws. The definitions and terms, as defined and used in the Declaration, shall have the same meaning in the Articles of Incorporation and these By-Laws, unless otherwise indicated herein.

ARTICLE II

DEFINITIONS

Section 1. “Declarant” shall mean CTMB Associates, LLC, an Indiana Limited Partnership, and any successors and assigns of it whom it designates in one or more written recorded instruments to have the rights of Declarant under the Declaration, including, but not limited to, any mortgagee acquiring title to any portion of the Property pursuant to the exercise of rights under, or foreclosure of, a mortgage executed by Declarant.

Section 2. “Community Facilities” shall mean such of the following, if any, as are, at any time, located or constructed on any part of the Common Area, to-wit: the walks, paths, landscaping, open spaces, entryway, monumentation, fencing, deck, and such other improvements or structures from time to time or at any time located or constructed on any part of the Common Area, other than such portions of the foregoing, if any, which are dedicated to the public (such as streets).

Section 3. “Corporation” shall mean and refer to this corporation, which is also referred to as the “Association” in said Declaration.

Section 4. All of the definitions and terms as defined and used in the Declaration shall have the same meanings as in these By-Laws.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership, Transfer, Voting Rights, Suspension of Voting Rights. Reference is hereby made to Paragraph 11 of the Declaration which sets forth terms, provisions and conditions governing and relating to membership in the Corporation, transfer of membership, voting rights of classes of members and suspension of voting rights, all of which terms, provisions and conditions are incorporated herein by reference.

Section 2. Quorum. The presence in person or by proxy at any meeting of the membership of persons entitled to vote ten percent (10%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in or required by the Articles of Incorporation of the Corporation, the Declaration, these By-Laws, or by statute. The Owners at a meeting at which a quorum is initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough Owners to leave less than a Quorum. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting to a date not more than sixty (60) days later without notice other than announcement of the meeting even though less than a quorum is present. As used elsewhere in these By-Laws, the term “Majority of the Vote” shall mean a majority of the votes of the Owners present or represented at a meeting at which a Quorum is present.

Section 3. Proxies. Votes may be cast in person or by proxy. Where voting is by proxy, the Owner shall duly designate his or her attorney-in-fact in writing, delivered to the Secretary of the Association prior to the commencement of the meeting. Delivery of a proxy can be by hand delivery, first-class mail, fax or email. No such proxy shall remain valid for longer than one hundred eighty (180) days from the date it is signed. To be valid, a proxy must contain:

- A. The name and address of the Owner who is giving the proxy;
- B. The name of the person being appointed as proxy;
- C. The date on which the proxy is given;
- D. The date of the meeting for which the proxy is given;
- E. The signature of the Owner who is giving the proxy; and
- F. An affirmation under the penalties of perjury that the individual signing the proxy has the authority to grant the proxy to the individual named in the proxy to exercise it on the Owner's behalf.

A proxy may be revoked in writing by the Owner prior to it being exercised or by the Owner's personal attendance at the meeting where the vote is to be taken. Cumulative voting shall not be permitted. (For example, if there are two open board positions, a member may cast their vote for two candidates to fill the two positions. The member may not group the votes and cast two votes for one candidate.)

Section 4. Majority Required. A majority of the votes of members present (in person or by proxy) at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Corporation except on matters where a greater vote is required by the Declaration, the Articles of Incorporation, the By-Laws or by statute.

Section 5. Meetings. At least annually, and at such other times as may be necessary or appropriate, a meeting of the Members shall be held for the purpose of electing the Board of Directors, receiving and reviewing the annual budget that has been adopted by the Board, and for such other purposes as may be required by the Declaration, these By-Laws, the Articles of Incorporation, the HOA Act, or the Nonprofit Act. Meetings of the Corporation shall be in accordance with the following provisions.

A. **Annual Meetings**. The annual meeting for the Members of the Association shall be held in the month of January each year, with the specific date, time and place to be determined by the Board of Directors. At each annual meeting, the Members shall elect the Board of Directors of the Association in accordance with the provisions of these By-Laws and transact such other business as may properly come before the meeting.

B. **Special Meetings**. A special meeting of the Members of the Association may be called by the President, by resolution of the Board of Directors or upon a written petition of the Owners of not less than ten percent (10%) of the total number of Lots. The resolution or petition shall be presented to the President or Secretary of the Association and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution. The President of the Association shall act as Chair of any special meetings of the Association. The Chair

shall call the meeting to order at the duly designated time and the only business to be considered at such meeting shall be in consideration of the matters for which such meeting was called, as set forth in the notice of such special meeting.

If the Board of Directors fails to send out a notice of the date, time, and place for a special meeting within thirty (30) days after the date the Board receives a valid written demand for the special meeting under this Section, a Member of the Association who signed the written demand may:

- (1) set the date, time, and place for the special meeting; and
- (2) send out the notice for the special meeting to the other Members.

C. Notice and Place of Meetings. All meetings of the Members of the Association shall be held within the Neighborhood or at any suitable place in Hamilton County, Indiana, as may be designated by the Board of Directors. Written notice stating the date, time, and place of any meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary of the Association to each Member entitled to vote thereat not less than ten (10) days prior to the date of such meeting. Any written notice delivered to the Members as part of a newsletter or other publication regularly sent to the Members constitutes a written notice. If at any meeting an amendment to the Declaration, the Articles of Incorporation, or these By-Laws is to be considered, the notice of such meeting shall describe the nature of such proposed amendment. All notices shall be mailed by first-class U.S. Mail, postage prepaid, or delivered to the Members at their respective addresses as the same shall appear upon the records of the Association. If an annual or special meeting of Members is adjourned to a different date, time or place, written notice is not required to be given of the new date, time or place so long as the new date, time and place is announced at the meeting pursuant to the Nonprofit Act before adjournment.

In lieu of written notices from the Association sent pursuant to the above paragraph, an Owner may elect to receive notices from the Association by email. Any Owner choosing email shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Owner shall have the right at any time to withdraw his or her election to receive notice by email and shall thereafter be sent notices by the Association pursuant to the above paragraph.

D. Order of Business. The order of business at all meetings of the members shall, to the extent applicable, be as follows:

- (1) Call to Order & Establish Quorum.
- (2) Proof of notice of meeting or waiver of notice.
- (3) Reading of minutes of preceding meeting.
- (4) Reports of officers.
- (5) Report of committees.
- (6) Budget. The budget will be presented to the Owners.

- (7) Election of directors.
- (8) Unfinished business.
- (9) New business.
- (10) Adjournment

Section 6. Voting.

(a) Number of Votes. Each Member shall be entitled to cast one (1) vote for each Lot of which such Member is the Owner. In voting for Directors, each Owner (or his or her representative) shall be entitled to cast one (1) vote for each directorship being filled at that meeting, and the candidate(s) receiving the highest number of votes shall fill the available directorship(s); provided that no Owner shall be allowed to accumulate his or her votes. To the extent provided in the Nonprofit Act, and except as otherwise provided in the Declaration, the Articles of Incorporation or these By-Laws, plurality voting shall be permitted such that at a meeting, if a quorum exists, action on a matter is approved if the votes cast in favor of the action exceed the votes opposing the action.

(b) Multiple Owners. When more than one (1) person or entity constitutes the Owner of a particular Lot, all such persons or entities shall be Members of the Association, but all of such persons or entities shall have only one (1) vote for such Lot, which vote shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot.

(c) Voting by Corporation, Trust or Other Legal Entities. Where a corporation or trust is an Owner or is otherwise entitled to vote, the trustees may cast the vote on behalf of the trust, and the agent or other representative of the corporation duly empowered by the board of directors of such corporation shall cast the vote to which the corporation is entitled. The secretary of such corporation or a trustee of such trust so entitled to vote shall deliver or cause to be delivered prior to the commencement of the meeting a certificate signed by such person to the Secretary of the Association stating who is authorized to vote on behalf of said corporation or trust. Similar procedures shall be in effect for any other form of legal entity that is not a natural person, such as a limited liability company, limited liability partnership, etc.

Section 7. Manner of Voting and Meeting Participation. Voting and meeting participation may be held or performed in any manner set forth in the Declaration or these By-Laws as well as any manner that is not prohibited by the Nonprofit Act or the HOA Act or deemed acceptable by the Courts as a practical way to collect votes and allow Owners to participate in Association actions. Membership meetings may be conducted by any means through which all participating members can simultaneously hear each other during the meeting, including, but not limited to, videoconference (i.e., Zoom, Teams, Go-to-Meeting, etc.). An Owner participating in a meeting by this means is considered to be present in person at the meeting. In the event that the Board elects to hold a membership meeting remotely, the Board

shall have discretion to provide for such procedures and to set the terms of use, including, but not limited to, establishing guidelines and procedures governing voting and submission of ballots.

Furthermore, the Board of Directors shall have the power to authorize voting by the Owners through a secure, internet-based online voting system (“electronic voting”). The Board of Directors can adopt rules and regulations concerning the use of acceptable, verifiable means of technology, including electronic means for Owner notice, voting, signatures, consents and approvals. A verifiable electronic signature satisfies any requirements for signatures on documents. If an Owner either does not have the capability or desire to conduct business electronically, the Association shall make reasonable accommodation, at its expense, for the person to conduct business without the use of electronic or other similar means.

Section 8. Action by Written Ballots. In lieu of any annual or special meeting of the Owners, written, “mail-in” ballots may be utilized in the manner prescribed in the Nonprofit Act or the HOA Act. To be valid, the Association must deliver a written ballot to every Owner entitled to vote on the matter. The written ballot must set forth each proposed action and provide an opportunity for the Owner to vote for or against each proposed action. Approval by written ballot is only valid if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing such action, and the number of approvals equals or exceeds the number of votes required to approve the matter at a meeting. A request for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, other than the election of directors, and specify the time by which a ballot must be received by the Association to be counted.

Section 9. Manner of Communication. To avoid the costs of paper, postage and handling that would otherwise be incurred when distributing documents or information to Owners by regular mail, and also to be more efficient in transmitting information that Owners can receive even when out of town, the Association will, to the extent possible, make Association matters available online through the Association’s website (if any) and/or via email or similar means, including but not limited to:

- (A) Notices of Annual or Special Meetings
- (B) Proxies and Ballots
- (C) Annual Budgets
- (D) Nominees for the Board of Directors for an upcoming election
- (E) List of current members of the Board of Directors
- (F) Recorded copy of the Declaration and all amendments thereto
- (G) These By-Laws and the Articles of Incorporation and all amendments thereto
- (H) Architectural or Design Guidelines, if any
- (I) Architectural Control Request for Change form
- (J) Rules and Regulations adopted by the Board of Directors
- (K) Name of, and contact information for, the Association’s property management company, if any

- (L) Invoices, statements or coupon booklets for payment of Assessments
- (M) Voting through a secure website or equivalent
- (N) Payment of Assessments through a secure website or equivalent

For items listed above that the Association could email, the Owner must waive the right to receive the same by regular mail and agree to receive the same by email in the manner as Notices described herein.

Section 10. Failure to Reach Quorum. As is set forth in the HOA Act and Nonprofit Act, the failure to achieve a quorum at a meeting does not exempt any Owner from, or create an affirmative defense for, any Owner with respect to: (1) the Owner's obligations under the Declaration, the Articles of Incorporation or these By-Laws, or (2) the Owner's obligations to otherwise abide by the provisions of the Declaration, the Articles of Incorporation and these By-Laws, including but not limited to the payment of assessments. If a valid election cannot be held due to a failure to reach quorum at the annual meeting, the Directors then in office shall continue to serve as Directors until such time as (1) they resign from office, or (2) their replacements are duly elected and qualified. Alternatively, if a quorum is not present at an annual meeting, or if a sufficient number of candidates cannot be found to fill all open Board vacancies at the annual meeting, then the remaining members of the Board of Directors may fill any directorship positions open for election at the annual meeting in the same fashion as they would fill a vacancy under the terms of these By-Laws.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualification. Subject to amendment of this Section, the affairs of the Corporation shall be governed by a Board of Directors composed of three persons. To qualify to serve as a Director, a candidate must be a titled Owner and must be a resident of the community. Further, the candidate must be in good standing, meaning they are current in the payment of assessments and are not otherwise in violation of the governing documents.

In addition, and in a display of honesty and integrity to the members of the community, all persons elected to serve as Director must execute, or sign, the Statement of Conduct adopted by the Board of Directors and attached to these By-Laws and marked as "Addendum #1", to govern the conduct and activities of Board members; and any person elected to serve on the Board of Directors who refuses to sign the Statement of Conduct shall not be eligible to serve as Director.

Section 2. Election of the Board of Directors. Nominations for the Board of Directors may be made by a Member from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Association at least ten (10) days prior to the annual meeting. If an insufficient number of written nominations are received prior to the date of the Annual Meeting to fill all Board positions open for election at the meeting, then oral

nominations may be accepted from the floor prior to voting on Director positions. Otherwise, if a sufficient number of written nominations are received prior to the date of the Annual Meeting to fill all open Board positions, then the Chair has the sole discretion to either (1) stand on the submitted written nominations, or (2) accept additional oral nominations from the floor prior to voting on any open Director position. Voting for the Board of Directors will be by paper or written ballot (including electronic voting if a proper electronic voting system is used). However, written or paper balloting may be waived by a Majority of the Vote (as defined in Section 3.5(e) above) and voting may be conducted by a voice vote or show of hands in circumstances where the number of nominees does not exceed the number of Board positions (i.e., two nominations for two open positions). The ballot shall contain the name of each person nominated to serve as a Board member. Each Member may cast the total number of votes to which he or she is entitled for as many nominees as are to be elected; however, no Member shall be entitled to accumulate his or her votes. Those persons receiving the highest number of votes shall be elected. If there is a tie for any Director position, the nominees involved in the tie may agree to the end result without the need for a "tiebreaker." If the nominees cannot resolve the tie by agreement, then the presiding Chair will have the sole discretion to resolve the tie by either (1) conducting a run-off ballot vote by the Owners, (2) drawing from a hat, or (3) flipping a coin.

Section 3. Powers. The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of their duties, which powers include, but are not limited to, the power:

- A. To adopt, amend, revise and publish rules and regulations governing the use, occupancy, operation and enjoyment of the subdivision, including the Lots, Common Areas and the facilities of the Corporation, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof, provided copies of the same are published to the community upon adoption or amendment;
- B. To suspend the voting rights, but not rights of access and easements necessary for the use of their Lot, during any period in which such member shall be in default for a period of thirty (30) days in the payment of any assessment levied by the Corporation, or the payment of any other amount or the performance of any other term of the Declaration or these By-Laws. Such rights may also be suspended after notice, for a period not to exceed 60 days for infraction of these covenants or any published rules and regulations;
- C. To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws, or the Articles, the Declaration, or by statute;
- D. To 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 regular meetings of the Board of Directors;

E. To employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties, subject to the limitations set forth in the Declaration. To employ legal counsel, architects, engineers, 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 Association; and

F. To do and take all such action as is or may be necessary, desirable, or appropriate to perform the duties, obligations and responsibilities of the Board as required by the Declaration, other provisions of these By-Laws, or the Articles, or by statute.

Section 4. Duties. The Board of Directors shall have the following duties:

A. 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 members holding one-fourth (1/4) of the total votes of the membership entitled to vote;

B. To supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;

C. To establish the annual assessment period and fix the amount of the annual assessment against each member for each Lot owned for the following fiscal year by December 31 preceding the start of such fiscal year, all in accordance with the terms of the Declaration and these By-Laws;

D. To fix the amount of any special assessment against each member for each Lot owned, in accordance with the terms of the Declaration and these By-Laws;

E. To send written notice to all members of any meeting of the members called for the purpose of voting upon increases in annual assessments above the maximum set by the Declaration or for voting upon a proposed "special assessment";

F. To foreclose by action in the same manner as a mortgage the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner or other person personally obligated to pay the same;

G. To issue, or to cause an appropriate office 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 issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

H. To procure and maintain liability and other hazard insurance on property owned by the Corporation which shall include fire and extended coverage on insurable common

property on a current replacement cost basis in an amount not less than 100% of the insurable value (based on current replacement only); and to use the proceeds of such hazard insurance solely for the repair, replacement or reconstruction of such insurable common property including insured improvements and to procure and maintain other insurance as required or authorized by the Declaration;

I. To cause any officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate, but not less than required by the Declaration;

J. To cause all the Common Area and Community Facilities to be maintained.

K. Preparation of the proposed annual budget, a copy of which will be mailed or delivered to each Owner at the same time the notice of annual meeting is mailed or delivered; and

L. Preparing annually a full accounting of all receipts and expenses incurred during each year, which shall be available at no cost to any Owner upon request.

Section 5. Term of Office. Members of the Board of Directors shall be elected at each annual meeting of the Association. Each Director shall serve a term of three (3) years commencing at the immediate conclusion of the annual meeting. One-third (1/3) of the persons on the Board of Directors shall be elected at each annual meeting of the Association. There shall be no limit on the number of terms a director may serve.

Section 6. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or otherwise, other than a vacancy caused by removal shall be filled by vote of the majority of remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director for the unexpired term of their predecessor until their successor is elected or appointed.

Section 7. Compensation. No director shall receive compensation for any service they may render to the corporation as such director. However, any director may be reimbursed for their actual expenses incurred in the performance of their duties, and any director may be paid and compensated for services to the Corporation in a capacity other than as a director.

Section 8. Removal of Directors. One or more Directors may be removed by the Owners with or without cause if the number of votes cast to remove would be enough to elect the Director(s) at a meeting to elect Directors. One or more Directors may be so removed by the Owners only at a meeting called for the purpose of removing the Director(s). The meeting notice must state that the purpose of the meeting is for voting upon the removal of the Director(s). In such case, their successor(s) shall be elected at the same meeting from eligible Owners nominated at the meeting to serve for the remainder of the term(s) of the removed Director(s).

In addition, a Director may also be removed "for cause" by a two-thirds (2/3) vote of the remaining Directors. 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 Board meetings; (b) becoming ineligible to serve on the Board pursuant to any terms set forth in the Declaration,

Articles or these By-Laws; (c) acts of fraud, theft, deception, or criminal behavior; (d) breach or disclosure of confidential Board information or discussions to a person not on the Board; (e) failure to conform or follow the Director's Statement of Conduct; (f) or any other actions not authorized 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 remaining Directors.

Section 9. Organization Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days of its election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, provided a majority of the whole Board shall be present.

Section 10. Meetings of Directors and Notice. 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 Directors. No written or verbal notice need be given to Directors for regularly scheduled Board meetings of which the Directors are already aware. For all other Board meetings, the Secretary shall give notice of such meetings of the Board to each Director personally or by U.S. mail at least five (5) days prior to the date of such meetings. Special meetings of the Board may be called by the President or any two (2) members of the Board. The person or persons calling such meeting shall give written notice thereof to the Secretary, who shall either personally or by mail and at least three (3) days prior to the date of such special meeting, give notice to the Board members. The notice of the meeting shall contain a statement of the purpose for which the meeting is called. Such meeting shall be held at such place as shall be designated in the notice. To the extent provided in the Nonprofit Act, a Director may conduct or participate in a regular or special meeting of the Board of Directors through the use of conference telephone or 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.

In lieu of written notices from the Secretary sent pursuant to the above paragraph, a Director may elect to receive notices of Board meetings by email. Any Director choosing email shall be deemed to have waived the right to receive notices from the Association by U.S. Mail or personal delivery. However, any such Director shall have the right at any time to withdraw his or her election to receive notice by email and shall thereafter be sent notices by the Secretary pursuant to the above paragraph.

Section 11. Open Board Meetings. As and to the extent required by the HOA Act or any other applicable law, meetings of the Board of Directors shall be open to attendance by the homeowner members of the Association. The Board may meet in private "executive sessions" to discuss owner delinquencies, contract negotiations (i.e., bids), pending and current litigation with legal counsel, and legally confidential employment matters. The Board may adopt rules, regulations and procedures regarding administration of such meetings, including regulation of matters such as Owner participation, time limits for speaking, scheduling, agendas, and other administrative issues consistent with Indiana law, the Declaration and these By-Laws. It is

recognized and understood that there may, from time to time, be disagreements with regard to certain issues. Notwithstanding such disagreements, Owners agree to conduct themselves at meetings in an appropriate, reasonable and adult-like fashion, and to abide by all rules and regulations governing administration of meetings as adopted by the Board. In the event that an Owner is repeatedly disruptive despite multiple warnings, makes threats of physical harm, commits an illegal or violent act, or otherwise acts in a threatening, violent, hostile, or unduly aggressive fashion, said Owner may be immediately removed from the meeting. In the event that the same Owner repeatedly acts in a hostile, threatening or violent manner at meetings, or is removed from two (2) consecutive meetings, said Owner may have his or her rights to attend Board and membership meetings temporarily suspended at the discretion of the Board. The duration of such suspension shall be determined by the Board, factoring in the egregiousness of the Owner's conduct and the potential threat to the health, safety and welfare of other Owners.

Section 12. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver of notice by them of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 13. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which quorum is present shall be the acts of the Board of Directors except as otherwise provided in or required by the Declaration, Articles, these By-Laws or by statute. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 14. Action Taken Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 15. Standards of Conduct and Liability of Directors and Officers. The standard and duty of conduct for and the standard or requirements for liability of the Directors and Officers of the Association shall be as set forth in the Nonprofit Act and the HOA Act.

ARTICLE V

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Corporation shall be a president and 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. The officers of this Corporation shall be elected annually by the Board and each shall hold office until the next election or unless they shall sooner resign, be removed or otherwise be disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for 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 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 replaced.

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

Section 8. Duties. The duties of the Officers are as follows:

A. 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 all checks and promissory notes. They shall have the power to appoint committees from among the members of the Corporation from time to time as they may in their discretion deem appropriate to assist in conducting the affairs of the Corporation. The president shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock corporation organized under the laws of the State of Indiana.

B. Vice-President: The vice-president shall act in the place and stead of the president in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them by the Board or as are delegated to them by the president. The vice-president shall also ensure that the Business Entity Report is kept up to date and is properly filed with the Secretary of State prior to the due date.

C. Secretary: The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Corporation (if any is adopted) and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Corporation together with their addresses, and shall perform such other duties as required by the Board.

D. Treasurer: The treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Corporation; prepare and file all applicable tax returns on behalf of the Corporation; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE VI **COMMITTEES**

The Corporation shall appoint a Development Control Committee, as provided in the Declaration. In addition, the Board of Directors or the president shall appoint other committees as deemed appropriate in carrying out the purposes of the Corporation.

ARTICLE VII **RECORDS OF THE ASSOCIATION**

Current copies of the Declaration, the Articles, the By-Laws, rules and regulations, financial documents and other corporate documents concerning the Neighborhood or the Association and its operation required to be kept and made available for inspection shall be available for inspection by any member or other properly designated party at the principal office of the Association during reasonable business hours or under other reasonable circumstances, where copies of the same may be purchased at the expense of the homeowner for a reasonable cost. The Association shall keep detailed books of account showing all expenditures and receipt of administration which shall specify the maintenance and repair expenses of the Common Areas, all easements, and any other expenses incurred by or on behalf of the Association and the members.

The accounts, books, records, financial statements, and other papers of the Association shall be open for inspection by any member upon written request submitted to the Board at least five (5) days in advance of the proposed inspection date, and said inspection is to be made during reasonable business hours or under other reasonable circumstances. However, pursuant to the HOA Act, the Association is not required to make available for inspection to a member any records that were created more than two (2) years before the request (or for such different

timeframe set forth in the HOA Act as it may be amended in the future). Any holder, insurer, or guarantor of a first mortgage on a Lot shall be entitled upon written request to receive a financial statement for the immediately preceding fiscal year.

The Association reserves the right to require any member desiring to inspect the books, records, financial statements, and other papers of the Association to comply with the requirements set forth under the Nonprofit Act and the HOA Act, and any amendments or re-codification subsequently adopted thereto.

The Association reserves the right to deny any request by a member for inspection of the Association's roster of members, including mailing addresses of members, which the Board of Directors determines: (a) was not made in good faith or for a proper purpose; (b) the member fails to describe with reasonable particularity the purpose of the inspection; (c) the purpose is not directly related to the operation of the Association; or (d) was made to solicit money or property, or for a commercial purpose, or for marketing or advertising purposes.

The Association shall have the financials and books of the Association reviewed by a qualified accountant on an annual basis. Audits shall only be performed after an affirmative vote of fifty percent (50%) of the members voting for the purpose of approving the expenditure. The cost of any such audit requested by and voted upon by the members shall be a common expense and if the added expense would require an additional assessment to cover the cost of the audit, then such assessment shall be levied by the Board after the conclusion of the vote by providing an invoice showing the amount and the date the additional assessment is due to each member in the community to the address on record with the Association.

ARTICLE VIII **ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Corporation annual and special assessments, which are secured by a continuing lien upon the Lot 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 incur late fees on the delinquency at the a flat rate of twenty-five dollars (\$25) per month on any unpaid balance, and the Corporation may bring an action at law against the Owner personally obligated to pay same or foreclose the lien against the property by action in the same manner as a mortgage or as otherwise provided for by law. Interest, late fees, costs, collection costs and fees, court costs, recording fees, and reasonable attorneys' fees for any steps or actions taken to collect the assessments shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for in the Declaration or herein by nonuse of the Common Area or Community Facilities or abandonment of the assessed Lot.

ARTICLE IX

LITIGATION AND ENFORCEMENT

Effective July 1, 2015, Indiana enacted a statute that requires many disputes involving an Indiana homeowners association to be addressed through a grievance resolution procedure before a lawsuit can be filed in court. Currently, that statute is found in the HOA Act at Indiana Code 32-25.5-5. To comply with the spirit and intent of that statute, all Members of the Association, the Board of Directors, the Officers of the Association, and committee members agree to encourage the amicable resolution of disputes involving the Neighborhood and to avoid the emotional and financial costs of litigation if at all possible. They all are deemed to covenant and agree that the statutorily mandated grievance resolution procedures shall apply to any claim covered by the Indiana statute, subject to the claims that the statute lists as being exempt from those required procedures. (For example, one of the exempt claims is a claim by the Association for unpaid Assessments and any action by the Association to collect Assessments.) After completion of the grievance resolution process required by statute, the Association is entitled to recover any cost incurred for the enforcement, to include, but not be limited to attorney fees, costs and court costs expended from the homeowner that is violating the covenants.

ARTICLE X

AMENDMENTS

Section 1. These By-Laws may be amended, altered or replaced by the Board of Directors upon an affirmative vote of a majority of the then-serving members of the Board, except as prohibited by any provision of the Declaration, the Nonprofit Act or the HOA Act. No amendment shall be adopted by the Board of Directors which conflicts with the terms and provisions of the Declaration unless the same is adopted by and approved by the members of the Corporation and others entitled by the terms of the Declaration to vote on amendments to the Declaration as provided in, and in accordance with the requirements of, the Declaration, provided further, there shall be no amendment of these By-Laws prior to the Applicable Date without the consent and approval of Declarant.

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

ARTICLE XI
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence January 1 and end the following December 31 each year; provided, however, that the fiscal year for purposes of assessments may be different than the general fiscal year of the Corporation.

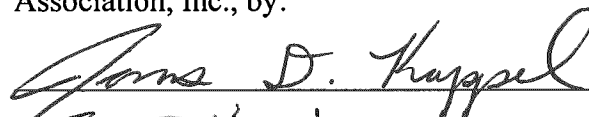
Section 2. Indemnification of Directors and Officers. To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs and personal representatives of such person) who is or was a Director or Officer of the Association shall be indemnified by the Association to the same and fullest extent that directors of nonprofit corporations are indemnified under the Nonprofit Act.

Section 3. Personal Interests. No Member of the Association shall have or receive any earnings from the Association; provided, however, that a Member who is an Officer, Director, employee, or agent of the Association may be reimbursed for expenses incurred on the Association's behalf.

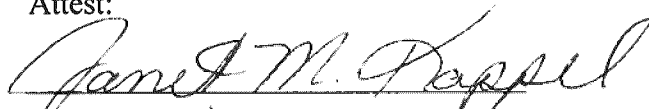
Section 4. Contracts, Checks, Notes, Etc. All contracts and agreements entered into by the Association shall be signed by the President, unless otherwise directed by the Board of Directors. All checks and orders for the payment of money shall be signed by the Treasurer, unless otherwise directed by the Board of Directors.

Executed this 3rd day of January, 2023.

The Woods at Geist Overlook Property Owners
Association, Inc., by:

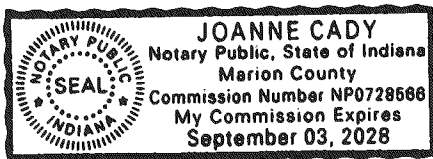

James D. Kappel, President

Attest:


Janet M. Kappel, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF Marion)

Before me, a notary public, in and for said County and State, personally appeared James D. Kappel and Janet M. Kappel, the President and Secretary, respectively, of The Woods at Geist Overlook Property Owners Association, Inc., an Indiana nonprofit corporation, who acknowledged execution of the within and foregoing for and on behalf of said corporation and its members and who, being duly sworn, stated that the representations made herein are true. Witness my hand and notarial seal this 3rd day of January, 2023.



JoAnne Cady
Notary Public - Signature

JoAnne Cady
Printed

My Commission Expires: _____

Residence County: _____

"I 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." /s/ Kimberly M. Sutter.

This instrument prepared by and should be returned to: Kimberly M. Sutter., Eads, Murray, & Pugh, P.C., 9515 E. 59th St., Suite B, Indianapolis, IN 46216. (317) 536-2565.
Kim@IndianaHOALaw.com

ADDENDUM #1

To the By-Laws of The Woods at Geist Overlook Property Owners Association, Inc. Board Member Statement of Conduct

Congratulations on your election or appointment to the Board of Directors for The Woods at Geist Overlook Property Owners Association, Inc. The purpose of this letter is to acquaint you with the standard of conduct that is expected of community association Board members in Indiana. The law imposes certain legal obligations on all Board members. Failure to fulfill these obligations could lead to a lawsuit against the Association, the Board, and even you personally. Chief among these obligations is what is called a "fiduciary duty" to the Association and its members. This means that you must perform your duties as a Board member in good faith and with the degree of care that an ordinarily prudent person would use under similar circumstances, being at all times loyal to the Association and its best interests. But in practice it gets a little more complicated than that. While it is impossible to review every possible situation you might face, here are some guidelines to follow. As a Board member, you must:

1. Act in the Association's best interests at all times. Your decisions must be based on what is best for the Association as a whole. Making decisions or taking actions that put the interests of yourself, your family, your friends, or your supporters above those of the Association or its members as a whole is a breach of your fiduciary duty to the Association.

2. Act with care, including seeking advice from experts when appropriate. When making decisions or taking actions, you must exercise the degree of care that an ordinarily prudent person would under the circumstances. Among other things, this means that if, for example, the Board must decide an issue that no one on the Board is an expert on, the Board should consult an expert. This doesn't mean you should feel paralyzed to make a decision, but it does mean that you should exercise care in making certain decisions regarding issues for which the average person would find it helpful or necessary to seek some input or advice from an expert or advisor before making a final decision, such as legal, accounting, construction or particular maintenance (such as fertilization chemicals) issues or matters.

3. Act within the scope of your authority. Your authority is defined in the Association's governing documents and by applicable Indiana and local law. It is important that you become familiar with the provisions of the Declaration, By-Laws and other governing documents of the community; and that you understand the scope of your authority in those documents and not exceed it. If a Board action violates the duly adopted By-Laws, Declaration, or other governing documents, or state or local laws, the Board may have breached its fiduciary duty and the action may have to be invalidated. Examples of this would be failing to comply with procedural requirements for community meetings and elections or failing to comply with the restrictions or requirements in the Declaration. Therefore, it is very important that Board members always act to make reasonable decisions that are consistent with Indiana and local laws, the Declaration, the By-Laws, and the other governing documents of the community. Likewise, Board members should not act unilaterally or contrary to Board decisions, such as signing contracts, approving architectural requests, or making other promises or agreements with vendors or other Owners without Board approval.

4. Act in good faith. Board members' motives at all times must be to further the legitimate best interests of the Association. If Board members make decisions based on favoritism, discrimination, or malice - or make arbitrary decisions - they are breaching their fiduciary duty. This does not mean that the Board cannot create a rule that affects some members differently from the way it affects others, such as a clean-up-after-your-pets rule or a parking rule. It just means that the decision to create the rule must be based on Board members' honest judgment of what is best for the Association as a whole. This same guideline applies to enforcement of the covenants as well, meaning a Board member should not seek to enforce the restrictions of the community selectively or in a personal or self-serving fashion.

5. Act professionally. Being a member of the Board requires you to behave and express yourself in a professional and businesslike manner. Remember that you are a representative of the owners, and your behavior is a reflection on everyone you represent. Obviously, inappropriate language and personal attacks against other Board members, owners, managers, guests, vendors or contractors are not consistent with the best interests of the Association. Also, Board members should attend meetings regularly. You were chosen to sit on the Board because of your experience, education and talents, and not attending meetings prevents the Board from using your valuable input to make decisions. Additionally, if a Board member has any perceived, potential or actual conflict of interest regarding any aspect of the business operations of the Association, this information must be disclosed to the Board immediately. An example of this would be a situation where a Board member, or a relative or close friend, is directly involved with any vendor being used by the Association, such as the lawn maintenance company. This conflict of interest disclosure is required under the law, and failure to make a proper disclosure could open the Board member up to personal liability surrounding the conflict.

The great thing about serving on a Board is that each member is asked to bring his or her experience, knowledge and talents to the table and use them collectively for the benefit of the entire community. This does not mean every member needs to agree or have the same opinion of how the Association should handle a particular matter, but it does mean that each member should respect other points of view, seek to understand those differences, and ultimately follow the decision of the entire Board, even if that decision is not in agreement with the individual Director's views.

6. Act to preserve confidentiality. Remember, each Board member may be entrusted with information that is private or personal in nature and should not be passed along to others who are not on the Board. (That includes spouses, family members, and others in the Board member's household.) Board members should always maintain the confidentiality of all legal, contractual, personnel, vendor and management matters involving the Association. Board members should also maintain the confidentiality of the personal lives of other Board members, Association members, residents and management staff. Failing to keep confidential information private creates an enormous amount of potential liability for the Association, the members, and each individual Board member. This does not mean that the Board should not discuss any Association matters with the residents, because you obviously need to let the members know what the Board is doing on their behalf. However, a safe approach to take on this issue is to not discuss specifics of confidential matters, but merely update the members in general terms. An example would be to tell

members that there is a pending lawsuit involving an issue, and that the Association's legal counsel is providing guidance to the Board as it makes decisions during the litigation process, but not to disclose the terms of specific settlement offers or arguments being made by either side in the issue.

7. Act as a Steward for the Community. Board members have been elected to lead the community through the Association. You have been entrusted to manage and make decisions that will impact the entire neighborhood. As a representative of the people, you should hold yourself up as an example to the other residents of the community by complying and following the provisions of the governing documents for the community. Board members should also not defame, slander, harass, threaten, or otherwise attempt to intimidate or ridicule any other Board member, Association member, resident, or management staff member. Any action by a Board member that fails to fall within this good steward guideline is acting outside the scope of the Board member's authority, and as such, may be opening himself or herself up to potential individual liability or removal from the Board.

8. Avoid the following six common mistakes. You will have to use your best judgment in determining what your fiduciary duty requires of you in any specific situation. But there are common mistakes that you should avoid:

- Don't take personal advantage of business opportunities that should benefit the entire community.
- Don't do business with the Association unless you disclose that fact to the other Board members and get the appropriate approval to do so.
- Don't give preferential treatment to friends and supporters, or expect it for yourself from others.
- Don't accept gifts from vendors or others doing business- or seeking to do business -with the Association.
- Don't make decisions on behalf of the Association based solely upon your personal goals or views, but make them based upon the desire of the residents and the benefit to the neighborhood as a whole. Dictators seldom have loyal and happy followers.
- Don't reveal confidential information.

The Board has decided to adopt this statement of conduct to serve as a source of guidance for all Board members and to be a reminder to each member of his or her responsibilities as a Board member and a representative of the owners in the Woods at Geist Overlook. Each Board member should always keep in mind that he or she has been entrusted to act as a representative of the community by their neighbors. Therefore, every member of the Board is asked to sign this statement of conduct as your affirmation that you have read, understand and agree to follow these simple rules of conduct and ethical behavior. Your refusal to adopt and follow these simple rules of conduct shall act as a disqualification to serve on the Board of Directors.

You have undertaken an important job in our community, and we appreciate your service!

Thank you.

Board Member's Agreement to Abide by the Statement of Conduct

I hereby state that I have read this Statement of Conduct and understand these rules and what is expected of me as a Board member of the Association. I also state by my signature below that I agree to follow these rules of conduct, and that I understand my failure to abide by these rules of conduct may result in my removal from the Board of Directors of The Woods at Geist Overlook Property Owners Association, Inc.

Date: _____

Signature of Director

Printed Name of Director

[All Directors serving on the Association's Board of Directors must sign a Statement of Conduct, which shall be maintained in the Association's records. This Statement of Conduct shall remain valid and in effect through the end of the Director's current term. If the Director is re-elected for a new term upon the expiration of his/her current term, then a new Statement of Conduct shall be signed by the Director for their new term of office.]