

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF NORTHFIELD AND BIRCH AT WYNNE FARMS
HOMEOWNERS ASSOCIATION, INC.

Brownsburg, Indiana

2/10/2021

A special meeting of the Board of Directors of Northfield and Birch at Wynne Farms Homeowners Association, Inc. ("Northfield and Birch at Wynne Farms") was held in Brownsburg, Indiana, on February 10, 2021.

The following directors were present, namely: Jenny Knox, Rae Anne Motsinger, Andrew Ondecker, and Chuck Taylor. Jenny Knox presided over the meeting as Chairman and Chuck Taylor acted as Secretary and recorded the minutes. The Secretary submitted a Call and Waiver of Notice of the meeting, signed by the directors' present, and accordingly filed the Waiver of Notice with the minutes of the meeting. The Chairman stated a quorum of the directors was present and that the meeting, having been duly convened, could transact business.

The Chairman stated the purposes of the meeting were to discuss amending the By-Laws for Northfield and Birch at Wynne Farms Homeowners Association, Inc. to: (a) lower the quorum requirements to conduct business at any meeting of the membership; (b) to allow virtual meetings of the general membership; and (c) to allow virtual meetings of the board of directors.

The Chairman also stated the purposes of the meeting were to discuss amending the Declaration of Covenants, Conditions and Restrictions for Northfield and Birch at Wynne Farms ("Declaration") to: (a) allow outbuildings and sheds in Northfield and Birch at Wynne Farms subdivision; and (b) to restrict the leasing of homes in Northfield and Birch at Wynne Farms subdivision.

The Chairman further stated the Board of Directors are legally authorized to amend the By-Laws for Northfield and Birch at Wynne Farms without membership involvement pursuant to Section 1 of Article X of the By-Laws for Northfield and Birch at Wynne Farms Homeowners Association, Inc. The Chairman stated that Section 14.4 of the Declaration requires affirmative approval by 2/3 of the Members to amend the Declaration at any annual or special meeting called for that purpose.

The board members discussed and agreed that obtaining twenty-five percent (25%) of the membership entitled to vote to conduct business at meetings of the members, as required in Section 2 of Article III of the By-Laws has been difficult to reach and needs to be lowered to twenty percent (20%) of the members entitled to vote. Further, if twenty percent (20%) of the members is not present at a meeting, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be fifteen percent (15%) of the members entitled to vote. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

On a motion duly made and seconded and after due deliberation, the following resolutions were adopted:

"BE IT RESOLVED, Section 2 of Article III of the By-Laws for the Northfield and Birch at Wynne Farms Homeowners Association, Inc. shall be amended to read, as follows:

"Section 2. Quorum. The presence of Members or of proxies entitled to cast twenty percent (20%) of the total number of votes entitled to be cast shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirements, and the required quorum at the subsequent meeting shall be fifteen percent (15%) of the total number of votes entitled to be cast. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting."

Then the board members discussed and agreed that due to the current COVID issues and for other reasons the By-Laws need to be amended to allow the general membership, as well as the board of directors, to have the option to hold virtual meetings and hybrid meetings. Hybrid meetings are meetings in which some members can attend the meetings in person and some of the members can attend the same meeting virtually.

On a motion duly made and seconded and after due deliberation, the following resolutions were adopted:

"BE IT RESOLVED, Article III of the By-Laws for the Northfield and Birch at Wynne Farms Homeowners Association, Inc. is amended by adding Section 5.H., as follows:

"H. Virtual & Hybrid Meetings. Meetings of the Members may be held virtually in which Members, by or through the use of any means of communication, may participate remotely, providing all Members participating can simultaneously hear each other during the meeting. Hybrid virtual meetings may be held where some Members may appear in person and some Members may appear remotely, providing all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting virtually shall be considered present in person at the meeting for all purposes."

"BE IT RESOLVED, Article V of the By-Laws for the Northfield and Birch at Wynne Farms Homeowners Association, Inc. is amended by adding Section 10.1, as follows:

"Section 10.1. Virtual & Hybrid Meetings. Regular and special meetings of the Board of Directors may be held virtually in which the Directors, by or through the use of any means of communication, may participate remotely, providing all Directors participating may simultaneously hear each other during the meeting. Hybrid virtual meetings may be held where some Directors may appear in person and some Directors may appear remotely, providing all Directors participating may simultaneously hear each other during the meeting. A Director participating in a board meeting virtually shall be considered present in person at the meeting for all purposes."

Then the board members discussed and agreed to permit outbuildings and sheds in Northfield and Birch at Wynne Farms subdivision, which are currently not permitted. On a motion duly made and seconded and after due deliberation, the following resolution was adopted:

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF NORTHFIELD AND BIRCH AT WYNNE FARMS
HOMEOWNERS ASSOCIATION, INC.

Brownsburg, Indiana
February 10, 2021

The undersigned, members of the Board of Directors of Northfield and Birch Run at Wynne Farms Homeowners Association, Inc. ("Northfield and Birch Run"), hereby calls and waives all notice of a special meeting of the Board of Directors of Northfield and Birch Run to be held virtually on Zoom in Brownsburg, Indiana on February 10, 2021, at 6:30 P.M., for the purpose to discuss and vote on resolutions to amend the By-Laws of Northfield and Birch Run at Wynne Farms Homeowners Association, Inc. and to recommend to the membership amendments to the Declaration of Covenants, Conditions and restrictions for Northfield and Birch at Wynne Farms.

Executed in the State of Indiana on the date and by the person stated below.

Date

Director

2/10/21

Jenny Knox - J. Knox

2/10/21

Ann O.

2/10/21

Rose Marie Holsinger

2/10/21

Chuck Taylor

"BE IT RESOLVED: Section 5.26 of Article V of the Declaration

prohibit outbuildings and sheds on Lots located within Northfield and Birch at Wynne Farms subdivision; and the Board of Directors feel outbuildings and sheds should be permitted; and the Board of Directors further feel it is in the best interest of all Owners within Northfield and Birch at Wynne Farms to amend the Declaration to permit outbuildings and sheds; therefore, the Board of Directors hereby proposes to amend Section 5.26 of Article V of the Declaration to read as set forth in the proposed section 5.26 in the attachment hereto labeled as Exhibit "A" and made a part hereof."

Then the board members discussed and agreed that an owner-occupant is both psychologically and financially invested in a home to a greater extent than a renter, and thus owner-occupants generally maintain their property better than renters. In order to ensure that the Owners of homes in Northfield and Birch at Wynne Farms subdivision share the same proprietary interest in and respect of the homes and the Common Areas, the board feels it is in the best interest of Northfield and Birch at Wynne Farms to place restrictions on the leasing of homes in Northfield and Birch at Wynne Farms.

On a motion duly made and seconded and after due deliberation, the following resolution was adopted:

"BE IT RESOLVED: The Board of Directors of Northfield and Birch at Wynne Farms feels there should be leasing restrictions and a rental limitation on the number of leased homes in Northfield and Birch at Wynne Farms at any point in time and the Board of Directors further feels it is in the best interest of all Owners within Northfield and Birch at Wynne Farms to amend the Declaration of Covenants, Conditions and Restrictions for Northfield and Birch at Wynne Farms by adding a new section labeled Section 5.50 under Article V "Covenants and Restrictions" in the Declaration. A copy of the proposed leasing restriction Section 5.50 is attached hereto as Exhibit "B".

There being no further business to come before the meeting, the same was, upon motion duly made and seconded, unanimously adjourned.

Chuck Taylor, Secretary

ATTEST:
Jenny Knox, Chairman