

WILDRIDGE ASSOCIATION, INC.

CONSTITUTION AND BYLAWS

AS AMENDED APRIL 17, 2004

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ARTICLE I

Names, Purpose and Objectives

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1. The name of the Corporation is Wildridge Association Inc., a not-for-profit corporation.
2. The principle purposes and objectives of this Association are:
 - a. To protect and promote the best interests of the leaseholders of the area hereinafter set forth:
 - b. To promote and strive for the improvement and betterment of public facilities and services within the said area.
 - c. To promote and encourage a better community and civic spirit, and to foster good will and friendship between property owners and residents of said area.
 - d. To cooperate with county, town and state officials and with other organizations for the general welfare of the entire community of Crawford County, Indiana.
 - e. To own, operate and maintain a membership clubhouse.
 - f. To acquire grounds, roads, lakes, facilities and utilities necessary to establish and maintain a livable suburban recreational community within said area insofar as consistent with the Constitution and Laws of the State of Indiana.
3. The area to be covered and encompassed is the area recorded in Crawford County, Indiana as Wildridge Association Inc. and any other area that may hereinafter be acquired.
4. The books of account, records, documents and papers of the Corporation shall be kept at any place or places within or without the State of Indiana as directed by the Board of Directors. In the absence of a direction, the books of account, records, documents and papers shall be kept at the principal office of the Corporation.
5. The Corporation shall have no seal.

ARTICLE II
Office and Duration

1. The principal office of this Association shall be located in Crawford County at Wildridge, 2905 N. Dillard Road, Birdseye, Indiana 47513, State of Indiana.
2. The duration of this Association shall be indefinite, or until dissolved by its constituted officers and members in accordance with ARTICLE XX.
3. The death, removal, or resignation of any member of the Association shall not result in the dissolution of this Association.
4. The fiscal year of the Association shall commence on the 1st day of January of each year and end on the 31st day of December of each year until such time as changed by resolution of the Board of Directors of the Corporation.

ARTICLE III
General Powers

1. This Association shall have the power to own, accept, acquire, mortgage and dispose of real and personal property, and to obtain, invest and retain funds, in advancing the purposes stated in ARTICLE I.
2. This Association shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in connection herewith.

ARTICLE IV
Membership and Dues

1. The Corporation has one class of members limited to owners of record of real estate leases, hereafter called leaseholders, in Wildridge RV Resort.
2. Every member shall be entitled to all membership privileges therein, except that only members in good standing shall be eligible to hold any elective offices, and only one (1) member in good standing per household may hold office at any one time.
3. Members in good standing shall be automatic upon becoming a "leaseholder" within the boundaries stated in ARTICLE I paragraph 3 and by being current on all obligations of a financial nature to the Association, and by complying with all other provisions of this Constitution of Bylaws.

4. Members in good standing shall entail acceptance of the Constitution and Bylaws of this Association and Agreement to abide by them.
5. The annual dues of each member in good standing of this Association shall be \$575.00, effective December 14, 2002, per annum, payable no later than June 1st of each calendar year, unless seller is in arrears.
 - a. Any member who shall be in arrears in payment of dues, for a period of thirty (30) days on July 1st shall be ineligible to vote at any meeting, or hold any office, until such arrears have been fully paid. After July 1st a \$5.00 delinquent fee shall be assessed.
 - b. All unpaid dues shall become an encumbrance upon member's in good standing property that is located within the boundaries of the community being served by this Association.
6. The membership dues of this Association shall be determined from time to time by the Board of Directors at a regular meeting or special called meeting.
7. Each leaseholder of record on the 30th day prior to the annual meeting will be entitled to one vote for each real estate lease or lot owned by the leaseholder, contingent on voting regulations.
8. All members are required to submit proof of liability insurance with their dues payment in accordance with Restrictive Covenant number 12.

ARTICLE V Directors

1. The management and government of the affairs of this Association shall be vested in a Board of Directors, which shall consist of seven (7) members of the owners of record of real estate leases including a President.
2. The President of this Association shall be the Chairman of the Board of Directors and will only be subject to removal in accordance with ARTICLE XX.
3. Vacancies of the Board shall be filled by selection in accordance with ARTICLE V, paragraph 9, for the remaining term of the vacancy. Temporary appointments can be made by the President when necessary, but only to serve until filled by the Board of Directors.
4. A Director may be removed with just cause by a majority of the leaseholders of record in attendance at a special meeting called for that purpose.

5. Should any member of the Board of Directors absent himself or herself unreasonably from three (3) consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacant seat in accordance with paragraph 3 of this ARTICLE.
6. The President shall call special meetings when he or she deems necessary. Board members shall be given at least seven (7) days notice before such meetings, except in the case of an emergency.
7. The Board of Directors shall make rules, regulations as to the use of the clubhouse, lakes, roads, and other facilities within the area controlled by the Association, but not inconsistent with the restrictions, rules, regulations and bylaws and may prescribe and enforce penalties for their breach.
8. The business of the Corporation shall be managed by a Board of seven directors. At the first annual meeting of the leaseholders a Board of Directors consisting of seven members shall be elected. This election shall be done by voting on reaffirmation of the original interim Board of Directors or write-in votes for seven new Directors. The Board shall be divided into three classes of directors whose terms shall expire at different times. The first class, those receiving the sixth and seventh highest number of votes, shall be elected to a term of one year. The second class, those receiving the fourth and fifth highest numbers of votes shall be elected to a term of two years. The third class, those receiving the most, second and third highest number of votes, shall be elected to a term of three years. Tie votes shall be resolved by chance.

At the expiration of each director's term in office, his successor in office shall be elected to a term of three years.

Each director shall hold office until their respective successor is chosen and qualified. A Director must be a leaseholder of the Corporation. Any ties in the number of votes shall be resolved by the Board of Directors.

9. Any vacancies in the Board of Directors, occurring for whatever reason, shall be filled by the candidates who received, in the last prior election, the greatest number of votes, if that prior candidate is still available and willing to be seated. Otherwise, the candidate receiving the next greatest vote, and so on until the vacancy is filled. If there are none, the Board shall by majority vote fill the vacancy. Any director so elected shall serve for the remainder of the term of the director replaced.

10. The Board of Directors shall meet each year immediately after the annual meeting of the leaseholders, either within or without the State of Indiana, for the purpose of election of officers and consideration of other business as may properly come before the meeting. No notice shall be necessary for the convening of each annual meeting of the Board of Directors.
11. Any meeting of the Board of Directors may be attended by directors by means of any form of electronic voice communication, provided that all directors can simultaneously hear the proceedings and be heard by all the other directors in attendance at the meeting of a quorum for any meeting so held shall be computed on the basis of all persons in voice contact with each other. Any meeting so held shall be a formal meeting of the Board of Directors for all purposes, and any business that could be transacted if the directors were assembled in a physical proximity to each other, may be transacted at such meeting.
12. At any meeting of the Board of Directors four members including the president or vice president shall constitute a quorum for the transaction of any business. Any act of a majority of the directors present 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 required by the Indiana General Corporation Act or the Articles of Incorporation or By-Laws.
13. A director may resign at any time by giving notice to the Board of Directors, the President or Secretary. Such resignation shall take effect at the time of its receipt by the Board of Directors, the President or the Secretary, as the case may be, and the acceptance of such resignation shall not be necessary to make it effective.
14. The Board of Directors is empowered and authorized to fix and determine the compensation of the directors. Until such time as the Board of Directors shall choose to act in this matter, members of the Board of Directors shall receive no compensation for acting in such capacity.
15. The President, and in his/her absence the Vice President, and in their absence any director chosen by the directors present, shall act as Chairman of the Board of Directors. The Secretary, and in his or her absence, any director appointed by the Chairman, shall act as Secretary of meetings of the Board of Directors.
16. All candidates for an office of the corporation shall submit candidate resumes in writing no later than the second Sunday in June of the year of election.

ARTICLE VI
Officers and Rules

1. The officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and such Vice Presidents that are appointed by the Board of Directors from time to time. The Board of Directors of the Corporation may create such offices as in its judgment the business of the corporation requires. Officers of the Corporation shall be chosen from among the directors. Directors must be leaseholders of record of the Corporation and must meet all voting eligibility requirements.
2. Officers shall be elected by the Board of Directors after the annual meeting and shall hold office for one (1) year or until their respective successors have been elected and qualified. The Board of Directors may remove any officer at any time, with or without cause and any officer may resign the office at any time, though remaining on Board unless otherwise indicated in writing. Vacancies in offices shall be filled by the Board of Directors based upon vote of the last prior annual election.
3. Duties of the President.
 - a. He or she shall preside at all meetings.
 - b. He or she shall appoint all committees, their chairman, and shall be a member ex-officio of all committees with the exception of the nominating committee.
 - c. He or she shall be one of the officers authorized to sign papers in the name of the Association or countersign checks or drafts of the Association.
 - d. He or she shall have such powers as may be reasonably construed as belonging to the Chief Executive of the organization.
 - e. He or she shall have power to retain counsel on any and all matters pertaining to the business of the Association, subject to the approval of the Board of Directors.
 - f. He or she shall have the authority to speak publicly as representing all property owners within the Association.
 - g. The Park Manager shall report directly to the President and the President shall convey all decisions by the Board of Directors.
4. Duties of the Vice-President.
 - a. He or she shall exercise the office of President in the President's absence.
 - b. In case of death, resignation, or disability of the President, the Vice-President shall assume all the responsibility of the President until his or her successor shall have been elected; which election shall be held within ninety (90) days after such death, resignation, or prolonged period of complete and continued disability.

5. Duties of the Secretary.
 - a. He or she shall keep minutes and records of the Association.
 - b. He or she shall serve all notices to members, issue all summonses for meetings, special meetings and meetings of the Board of Directors.
 - c. He or she shall prepare and file any certificate, papers or other documents required of the Association through corporate action or by law.
 - d. He or she shall exercise all duties incident to the office of the Secretary and perform other duties as the Board of Directors may direct.
 - e. He or she shall maintain a roster of all elected officers, their official positions, committee membership, date elected and expiration date of elected terms.
 - f. Duties attending correspondence may be delegated to a corresponding secretary duly appointed by the Board of Directors. The appointed corresponding secretary need not be a member of the Board of Directors, but shall be a member in good standing of the Association.

6. Duties of the Treasurer.
 - a. He or she shall have the care and custody of all monies belonging to the Association and shall cause such monies to be deposited in a regular business bank.
 - b. He or she shall keep a record of all monies paid out by the Association.
 - c. He or she shall make and submit an itemized statement on the first meeting of each year and at each General Membership meeting of all monies received and paid out by him or her.
 - d. He or she shall be bonded. Any expenses in securing of the bond shall be born by the Association.
 - e. He or she shall exercise all duties incident to the office of the Treasurer and perform such other duties as the Board of Directors may direct.

7. Form of Election Procedure.

Balloting for each office immediately follows nominations from the floor for that office. The ballots are counted for the office and the result of that election is announced, after repeated balloting, if necessary, before the next office to be voted on is open to nominations from the floor. The ballots consist of small slips of blank paper handed out by the tellers as each ballot is taken, on which the voters write the name of the candidate of their choice. The meeting briefly pauses for counting ballots. The candidate receiving a majority of votes of those present is elected. If the office remains unfilled after the first ballot, as may happen if there are more than two nominees, the balloting shall be repeated for that office as many times as necessary to obtain a majority vote for a single candidate. When repeated balloting for an office is necessary, the name of that candidate receiving the lowest number of votes is removed from the next ballot.

ARTICLE VII
Meeting of the Membership

1. Meetings of the members of the Association shall be held on the second Saturday of the month, except when Holidays fall on this day or by approval by three-fourths (3/4) vote of members of the Association present.
2. Meetings shall commence at 9:00 A.M. (local time).
3. The August meeting shall be designated as the Annual Membership and General Election Meeting.
4. All members are eligible to attend and are encouraged to voice their respective opinions, recommendations, or questions to the chair.

ARTICLE VIII
Order of Business

1. The Annual Membership and General Election Meeting shall proceed as follows:
 - a. Call of order
 - b. Roll call of officers
 - c. Reading of minutes of previous meeting
 - d. Treasurer report
 - e. Manager's report
 - f. Reading of communications
 - g. Reports of Standing Committees and temporary committees
 - h. Unfinished business
 - i. Election of new board members
 - j. Installations of new board members
 - k. New business
 - l. General discussion at General Association meeting, the meeting shall be open to the general members.

ARTICLE IX
Rules of Common Procedure

1. The rules of procedure at meetings of the officers of the Board of Directors and members of the Association shall be according to "Roberts Rules of Order," so far as applicable and when not inconsistent with these bylaws.
2. A majority vote of Board Members present and voting at any meeting may suspend the rules of procedure or order of business.

3. Any conversation, by whispering, or otherwise, that is calculated to disturb a member while speaking or to hinder the transaction of business shall be deemed a violation of order.
4. Secretarian discussion shall not be permitted in the meetings under any circumstances.
5. No member shall speak more than once on the same subject until all have spoken, nor more than twice without unanimous consent, no more than five minutes at any one time without consent of a two-thirds vote of all members present.
6. The presiding officer shall not speak on any subject, unless he or she retires from the chair, except on points of order, and in case of a tie, shall cast the deciding vote.
7. Motions. All motions (if requested by the chair) must be submitted in writing along with details of the subject they wish to discuss. Requests should be submitted to the President or the office fifteen (15) days prior to a posted meeting.
 - a. A motion to be entertained by the presiding officer must be seconded, and the mover as well as seconder, must rise and be recognized by the chair.
 - b. Any member having made a motion can withdraw it by consent of his or her second, but a motion once debated cannot be withdrawn except by a majority vote.
 - c. No motion to amend an amendment shall be permitted.
 - d. A motion to adjourn shall always be in order, except:
 - 1) When a member has the floor.
 - 2) When members are voting.
 - e. When a question is before the chair, no motion shall be in order, except:
 - 1) To adjourn.
 - 2) To lay on the table.
 - 3) For the previous question.
 - 4) To postpone to a given time.
 - 5) To refer or commit.
 - 6) To amend.
 - f. These motions shall have precedence in the order herein arranged. The first three of these motions are not debatable.
 - g. When a question is before the chair, no motion shall be in order, except by two-thirds vote.
8. Motions that can interrupt a speaker.
 - a. A call for the order of the day.
 - b. A point of order.
 - c. A question of privilege.

9. Debate.
 - a. A motion shall not be subject to debate until it has been stated or read by the chair.
 - b. When a member wishes to speak, he or she shall rise and respectfully address the chair, and if recognized by the chair, he or she shall be entitled to proceed.
 - c. If two or more members rise to speak at the same time, the chair shall decide which is entitled to the floor.
 - d. Any member speaking shall confine himself or herself to the question under debate and avoid all personal, indecorous, or sarcastic language.
 - e. No member shall interrupt another while speaking, except to a point of order, and he or she shall definitely state the point, and the chair shall decide the same without debate.
 - f. If a member, while speaking, were called to order he or she should take his or her seat until the point of order is decided, when, if decided in order he or she may proceed.
10. Motion voting.
 - a. Before putting a motion to vote, the presiding officer shall ask, "are you ready for the motion?" then it shall be open for debate. If no member rises to speak, the presiding officer shall then put the motion to this form: "All in favor of this motion say 'aye; and, after the affirmative vote is expressed: "Those of the contrary opinion, say 'no'." After the vote is taken, he or she shall announce the result in this manner: "It seems to be carried (or lost): It is carried (or lost) and so ordered."
 - b. Before the presiding officer declares the vote on a motion, any member may ask for a division of the house; thence the chair is in duty bound to comply with the request, and a standing vote shall be taken, and the secretary shall count the same.
 - c. When a motion has been decided it can be reconsidered only by two-thirds vote of those present.
 - d. A motion to consider must be made and seconded by two members who voted with the majority.
 - e. All motions unless otherwise provided shall be decided as a majority vote may direct.
11. Appeal.
 - a. If any member feels himself or herself was personally aggrieved by a decision of the chair he or she may appeal to the body from the decision.
 - b. When an appeal is made from the decision of the chair the Vice-President shall then act as chairman, said appeal shall then be stated by the chairman to the meeting in these words: "Shall the decision of the chair be sustained as the decision of the Association?" The members shall then

have the right to state grounds of appeal, and the chair shall give reasons for his/her decision. Thereupon the members shall proceed to vote on the appeal without further debate, and it shall require a majority vote to sustain such an appeal.

ARTICLE X Amendments

The By-Laws may be altered or amended by a majority of the Board of Directors at any meeting if notice of the intention to consider changes in the By-Laws is contained in the notice of such meeting or if such notice is waived by all members of the Board either in writing or by attendance at the meeting.

ARTICLE XI Property Rights

1. Membership in this Association shall not vest any member with any personal right, title or interest in or to the funds, property or other assets of this Association, now owned and possessed, or that may hereafter be acquired. Each member hereby expressly waives any right, title or interest in or to the property of this Association including the funds of this Association.
2. The title to all property, funds, and other assets of this Association shall be vested in the Board of Directors for the joint use of the membership of the Association. No member shall have any severable property right, title or interest herein.

ARTICLE XII Contracts and Agreements

1. The President shall sign any contracts and agreements for and on behalf of the Association and its members. The President shall be and is the only person vested with such authority.
2. When such signature is placed on any document, outside of the Association, it shall be followed by the following statement: . . . Signature . . . President. "Signed in accordance with the power invested in the President of the Board of Directors, Wildridge Association Inc."
3. Such contracts and agreements shall be subject to the ratification or disapproval by the Board of Directors.

ARTICLE XIII

Quorum

1. Fifteen (15) members in good standing shall constitute a quorum for carrying on a general membership meeting.
2. Four (4) including the President or Vice-President shall constitute a quorum for carrying on a Board of Directors' meeting.

ARTICLE XIV

Compensation

1. All officers including the President shall serve without salary for their services as officers of the Association, but may receive reasonable compensation for special work or service rendered in other capacities at the request of the Board of Directors.

ARTICLE XV

Definitions

1. Wherever the word "he" is used in this constitution and these bylaws it shall include in its meaning "she."
2. To lay on the table: To instantly set aside any business or motion and proceed to other business.
3. For the Previous Question: To cease debate on the motion or question before the assembly and immediately proceed to a vote.
4. To postpone to a given time: To defer action upon a motion or question until a particular time.
5. To refer to commit: to defer action to a committee for clarification, evaluation, or further study.
6. Question privilege: Presenting an important action, topic, or condition that takes precedence over all other actions because it directly affects orderly procedures.
7. Point of order: An appeal calling for the enforcement of the rules when such have been breached.
8. Order of the day: Topics, motions, or business that have been previously designed and scheduled to be considered at that meeting.
9. To amend: The subsidiary motion to Amend is a motion to modify the wording - and within certain limits the meaning - of a pending motion before the pending motion itself is acted upon.

ARTICLE XVI
Installation of Officers

1. Officers shall be installed at the August Board of Directors meeting after election results are determined.
2. The most recent available past president will conduct the installation of the newly elected president.
3. The installation of other officers shall be conducted by the new President and will administer the following oath to each officer newly elected: "I . . . do hereby sincerely pledge my honor to perform the duties of my office as prescribed by the laws of this Association. I will deliver to my successor in office all books, paper, and other property of this Association that may be in my possession at the close of my official term. I will also deliver all property of the Association to the President of the same upon demand. All of this is solemnly promised with the full knowledge that to violate this pledge is to stamp me as a person devoid of principle and destitute of honor." President: "You will now proceed to your respective office, and perform the duties revolving upon you."

ARTICLE XVII
Ex-Presidents

All ex-presidents shall assume the status as general advisors to the Directors and shall be heard by the Board of Directors when such audience is requested.

ARTICLE XVIII
Dissolution

The Association cannot dissolve if there are at least fifteen (15) dissenting members who are in good standing.

ARTICLE XIX
Resignation

1. All resignations shall be submitted to the President in writing. A director missing three (3) consecutive regular or executive meetings without just cause is deemed a resignation.
2. Said resignations shall be announced at the third regular or executive meeting missed or 90 days thereafter.

3. Steps shall be taken by the President to fill the vacancy immediately in accordance with these Bylaws.
4. The President shall submit his or her resignation to the Board of Directors.

ARTICLE XX Impeachment

1. The President of the Association may be impeached upon an affirmative vote of the rest of the Board of Directors (6 of 7) and three fourths of the members in good standing acting at a membership meeting.
 - a. In case of a presidential impeachment, the Vice-President will assume the presidential duties, until the President's term expires.

ARTICLE XXI

Wildridge Association, Inc. shall continue to carry all liability and protection insurance coverage currently held April 17, 2004, as itemized on the attachment, to insure that all insurance is kept up to date and future Board of Directors will continue with at least the same insurance coverage.

ARTICLE XXII Separate Rules and Regulations Governing Wildridge Association, Inc.

The Board of Directors of Wildridge Association, Inc. shall pass from time to time rules and regulations which shall govern Association members. Said rules and regulations shall be binding on the heirs and assigns of each leaseholder of record.

ARTICLE XXIII Provisions for Regulations of Business and Conduct of Affairs of the Corporation

The Corporation shall keep correct and complete books of account and minutes of the proceedings of its leaseholders and directors; and shall keep at its principal office a list of all leaseholders giving the names and addresses of each. All such books, records and lists of the Corporation shall be open to inspection during usual business hours for legitimate reasons to leaseholders, their agent or attorney. Upon the written request of any leaseholder of the Corporation, the Corporation shall mail to such leaseholder its most recent annual financial statements showing in reasonable detail its assets and liabilities and the results of its operations. Each month, a copy of the monthly financial statement will be posted on the bulletin board.

The names and addresses of members of the Association are only to be communicated for a legitimate purpose determined by the Board of Directors.

In accordance with the By Laws adopted June 12, 2004, Wildridge Association will maintain the minimum of the following insurance coverage:

Dishonesty Bond	Manager and board of directors
Workman's Comp	Bodily Injury by accident \$100,000.00 each accident Bodily Injury by disease \$500,000.00 policy limit Bodily Injury by disease \$100,000.00 each employee
Auto	Liability \$1,000,000.00 Medical Payments \$5,000.00 Uninsured Motorist \$1,000,000.00
Property & General Liability	Occurrence Limit \$1,000,000.00 Operations Aggregate Limit \$2,000,000.00 Injury Limit \$1,000,000.00

Each building and common grounds area is insured for its value and content's values.