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**FAITH KIMBROUGH
MARION COUNTY IN RECORDER**

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PAGES: 6

By: ER

**FIRST AMENDMENT
TO THE
AMENDED AND RESTATED
CODE OF BY-LAWS OF
GEIST HARBOURS PROPERTY OWNERS ASSOCIATION, INC.**

**Cross References: Misc. Book 159, Page 504 (Inst. No. 3822) (Hamilton County)
Inst. No. 2011-019583 (Hamilton County)
Inst. No. 2012003876 (Hamilton County)
Inst. No. 1981-29285 (Marion County)
Inst. No. A2011-40561 (Marion County)
Inst. No. A201200005899 (Marion County)**

**FIRST AMENDMENT TO THE
AMENDED AND RESTATED CODE OF BY-LAWS OF GEIST HARBOURS
PROPERTY OWNERS ASSOCIATION, INC.**

This First Amendment to the Amended and Restated Code of By-Laws for Geist Harbours Property Owners Association, Inc. was made as of the date set forth below.

WITNESSETH:

WHEREAS, certain portions of the Geist Harbours residential community located in Hamilton County were established by a certain Declaration of Restrictions which was recorded on December 18, 1979, in Misc. Book 159, Page 504 (Inst. No. 3822), in the Office of the Recorder of Hamilton County, Indiana; and

WHEREAS, certain portions the Geist Harbours residential community located in Marion County were established by a certain Declaration of Restrictions which was recorded on May 14, 1981, as Inst. No. 1981-29285, in the Office of the Recorder of Marion County, Indiana, and later amended by Inst. No. A2011-40561; and

WHEREAS, Geist Harbours consists of twelve (12) different subdivisions, some of whose lots and properties are located in Hamilton County while others are located in Marion County. Those twelve (12) Geist Harbours subdivisions include Feather Cove I, Feather Cove II, Feather Cove III, Masthead I, Masthead II, Admirals Bay, Admirals Pointe, Admirals Woods, Admirals Sound, Beam Reach, Crossing South, and Diamond Pointe; and

WHEREAS, Plats files with the Office of the Recorder of Hamilton County, Indiana established the lots and common areas comprising those portions of Geist Harbours located within Hamilton County; and

WHEREAS, the Geist Harbours Property Owners Association, Inc. (hereafter, the "Association"), an Indiana nonprofit corporation, is the governing body of the twelve (12) Geist Harbours subdivisions described above; and

WHEREAS, the Association was established by the filing of Articles of Incorporation with the Indiana Secretary of State on or about January 15, 1981; and

WHEREAS, the Association's Board of Directors adopted By-Laws for the Association and the homeowners in Geist Harbours; and

WHEREAS, the Amended and Restated By-Laws were amended and approved by the Board of Directors of the Association on October 17, 2011, which are currently in effect.

WHEREAS, the Board of Directors desire to amend provisions in the Amended and Restated Code of By-Laws related to voting; and

WHEREAS, Article 13, Section 13.1 of the Amended and Restated Code of By-Laws provides that the By-Laws may be amended or changed, in whole or in part, at any time upon approval by a vote of not less than two-thirds of the entire Board of Directors of the Association; and

WHEREAS, on December 9, 2024, a meeting of the Board of Directors of the Association was held, in pertinent part, for the purpose of discussing the proposed amendment to the Amended and Restated Code of By-Laws; and

WHEREAS, more than a two-thirds majority of the Board of Directors approved this First Amendment to the Amended and Restated Code of By-Laws for the Association.

NOW, THEREFORE, the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. is hereby amended as follows:

Article 3, Sections 3.4, 3.5, 3.6, 3.7, and 3.8 are deleted in their entirety and replaced with the following:

Section 3.4. Voting.

- (a) **Number of Votes.** Members who are owners of a Lot located within and being part of Geist Harbours shall be entitled to one (1) vote for each Lot owned; provided however the owner of two (2) or more contiguous Lots with one dwelling located thereon utilized as and for one residence, shall be entitled to only one (1) vote. When more than one person holds an interest in any such Lot, all such persons shall be Members.
- (b) **Multiple Owners.** Where the owner of a Lot is more than one person or is a partnership, 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.

(d) **Proxy.** An Owner may vote either in person or by his or her duly authorized and designated attorney-in-fact. Where voting is by proxy, the Owner shall duly designate his 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.

(e) **Quorum.** The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, five percent (5%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By Laws. 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 from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

(f) **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 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 members to participate in Association Actions. The Board of Directors shall have discretion to provide for such procedures and to set the terms of use.

Specifically, the Board of Directors shall have the power to authorize voting by the members 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 Lot 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.

Full Force and Effect. All other provisions of the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. shall remain in full force and effect.

Certification. The undersigned persons hereby represent and certify that all requirements for and conditions precedent to this First Amendment to the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. have been fulfilled and satisfied.

[signature page follows]

IN WITNESS WHEREOF, we, the undersigned, do hereby execute this First Amendment to the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. and certify that at least a two-thirds majority of the entire Board of Directors approved this First Amendment to the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. on December 9, 2024.

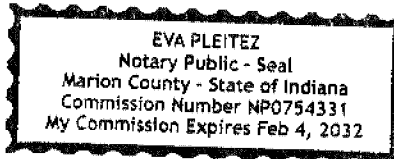
GEIST HARBOURS PROPERTY OWNERS ASSOCIATION, INC.

Marie Ippolito
Marie Ippolito, President

Attest:

Margie Brown
Margie Brown, Secretary

STATE OF INDIANA)
)
COUNTY OF Marion)



Before me a Notary Public in and for said County and State, personally appeared Marie Ippolito and Margie Brown, the President and Secretary, respectively, of Geist Harbours Property Owners Association, Inc. who acknowledged execution of the foregoing First Amendment to the Amended and Restated Code of By-Laws for the Geist Harbours Property Owners Association, Inc. and on behalf of said corporation and its members, and who, having been duly sworn, stated that the representations contained herein are true.

Witness my hand and Notarial Seal this 22 day of January, 2025.

My Commission Expires:
Feb. 4th, 2032

Residence County:
Marion

Eva Pleitez / Eva Pleitez
Notary Public
Eva Pleitez
Signature

"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."
Jacob A. Lawrence, Esq.

This instrument prepared by, and should be returned to, Jacob A. Lawrence,
EADS MURRAY & PUGH, P.C., Attorneys at Law, 9515 E. 59th St., Suite B, Indianapolis, IN 46216