

BYLAWS OF WMTS2
ASSOCIATION OF CO-OWNERS, INC.
AN INDIANA NONPROFIT CORPORATION

ARTICLE 1
Identification and Applicability

Section 1.1. Identification and Adoption. These Amended and Restated Bylaws are executed simultaneously with the execution of a certain Amended and Restated Declaration of Covenants, Conditions and Restrictions of WMTS2 (hereinafter referred to as the "Amended Declaration") to which these Bylaws are attached and of which they are made a part. The Amended Declaration is incorporated herein by reference and all of the covenants, conditions, rights, restrictions, and liabilities therein contained shall apply to and govern the interpretation of these Bylaws. The definitions and terms as defined and used in the Amended Declaration shall have the same meanings in these Bylaws and reference is hereby made to the definitions in Section 1 of the Amended Declaration. The provisions of these Bylaws shall apply to the Woolery Mill, Section Two Subdivision and to the administration and conduct of the affairs of the Association.

Section 1.2. Individual Application. All of the Owners, future Owners, tenants, future tenants, or their guests and invitees, or any other person that might use or occupy any Lot, Residence or any part of the Real Estate shall be subject to the rules, restrictions, terms and conditions set forth in the Amended Declaration and these Bylaws. The acceptance of a deed of conveyance, the execution of a lease, or the occupancy of a Lot shall constitute an agreement that these Bylaws (and any rules and regulations made pursuant to the Bylaws) and the provisions of the Amended Declaration, as they may be amended from time to time, are accepted, ratified, and will be controlling.

ARTICLE 2
Meetings of Association

Section 2.1. Purpose of Meetings. At least annually, and at such other times as may be necessary, a meeting of the Owners shall be held for the purpose of electing the Board of Directors, approving the annual budget, providing for the collection of the Common Expenses and assessments, and for such other purposes as may be required by the Amended Declaration and these Bylaws.

Section 2.2. Annual Meeting. Annual meetings shall be held in the month of October or November in each calendar year. At the annual meeting the Owners shall elect the Board of Directors in accordance with the provisions of these Bylaws and transact such other business as may properly come before the meeting.

Section 2.3. Special Meetings. A special meeting of the members of the Association may be called by resolution of the Board of Directors or upon a written petition of the Owners who have not

less than 25% of the membership votes. 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 called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 2.4. Notice and Place of Meetings. A meeting of the members of the Association shall be held at any suitable place in Monroe County, Indiana, as may be designated by the Board of Directors. Written notice stating the date, time, place of any meeting, and in the case of a special meeting the purpose(s) for which the meeting is called, shall be delivered, mailed or emailed by the Secretary of the Association to each Owner, not less than fourteen (14) days prior to the date of such meeting. The notice shall be delivered, mailed or emailed to the Owner at their address as it appears upon the records of the Association. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting. All electronic mail notices shall suffice for any notice required to be given to an Owner by these Bylaws.

Section 2.5. Substitute Annual Meeting. If the annual meeting shall not be held in the month designated by the Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 2.4. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2.6. Voting. For the purposes of the conducting of meetings and voting at meetings, each Lot Owner shall be entitled to one vote for each Lot owned. All persons holding an interest in any Lot shall be members provided, however, each Lot represented shall have only one vote as the Lot Owner may determine. The vote of a majority of the percentage ownership of Lot Owners present in person or by proxy at a meeting at which a quorum shall be present shall be binding upon all Lot Owners for all purposes except those purposes for which a higher percentage vote is required by the Amended Declaration, the Bylaws, or the law.

2.6.1. Multiple Owner. Where the Owner of a Lot constitutes more than one person, or is an entity, there shall be only one voting representative entitled to vote on behalf of that Lot. At the time of acquisition of title to a Lot by a multiple Owner or entity, those persons constituting such Owner shall file with the Secretary of the Association a proxy appointing one of such persons or partners as the voting representative. Such voting representative shall continue in such capacity until he or she relinquishes such appointment in writing, becomes incompetent, dies, such appointment is rescinded by an order of a court of competent jurisdiction, or the subject Lot which forms the basis of the vote is conveyed. Such appointed voting representative may grant a proxy to another to vote in his place at a particular meeting or meetings, which shall not constitute a permanent relinquishment of his right to act as voting representative for the Lot.

2.6.2. Voting by Entity. If an entity is an Owner or is otherwise entitled to vote, the person duly appointed and empowered by such entity shall cast the vote to which the entity is entitled.

2.6.3. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary before the appointed time of each meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot or upon receipt of notice by the Secretary, or the Board of the death or judicially declared incompetence of a member or upon the expiration of 11 months from the date of the proxy. A form of proxy or written ballot may provide an opportunity to specify approval or disapproval with respect to any proposal.

2.6.4. Quorum and Voting. Except as otherwise expressly provided in the Amended Declaration or these Bylaws, the Owners representing twenty-five percent (25%) of all votes of the membership, taken together, shall constitute a quorum at all meetings. The term "majority of Owners" or "majority of vote", as used in these Bylaws, shall mean at least 51% of all votes entitled to be cast by those Owners who are present (in person or by proxy) at a meeting in accordance with the Amended Declaration, as it may be amended from time to time.

2.6.5. Conduct of Annual Meeting. The Chairman of the meeting shall be the President of the Association, who shall call the meeting to order at the duly designated time and business will be conducted in the following order:

2.6.6.1. Reading of the Minutes. The Secretary shall present the minutes of the last annual meeting of any special meeting held subsequently.

2.6.6.2. Treasurer's Report. The Treasurer shall report to the Members concerning the financial condition of the Association and answer relevant questions of the Members concerning the Common Expenses and financial report for the prior year and the proposed budget for the current year.

2.6.6.3. Budget. The proposed budget for the next calendar year shall be presented to the Members for approval or amendment.

2.6.6.4. Election of the Board of Directors. Nominations for the Board of Directors may be made by any Member from those persons eligible to serve. Such nominations must be in writing and presented to the Secretary of the Association at least twenty (20) days prior to the date of the annual meeting. Voting for the Board of Directors will be by paper ballot, unless the Members present vote to suspend the provision for a paper ballot vote. The ballot shall contain the name of each person nominated to serve as a director. Each Owner may cast his vote for each of as many nominees as are to be elected; however, he shall not be entitled to accumulate his votes. Those persons receiving the highest number of votes shall be elected.

2.6.6.5. Other Business. Other business may be brought before the meeting only upon a written request submitted to the Secretary of the Association at least 10 days prior to the date of the meeting; however, such written request may be waived at the meeting if agreed by a majority of the vote.

2.6.6.6. Adjournment. The meeting shall be adjourned at the conclusion of all business. One or more recesses may be taken, if necessary.

ARTICLE 3 **Board of Directors**

Section 3.1. Board of Directors.

3.1.1. The business and property of the Association shall be managed and directed by the Board of Directors composed of three persons.

3.1.2. Directors shall be elected at the annual meeting of the Association and those persons who receive the highest number of votes shall be deemed to have been elected. The size of the Board of Directors may be increased or decreased from time to time upon the affirmative vote of 75% of all Owners provided that there shall not be fewer than three nor more than five Directors. Each Director shall hold office for a period of three (3) years or until his death, resignation, retirement, removal, disqualification or his successor is elected and qualified; provided, however, the Board of Directors will ensure that the staggered terms will be maintained. Each Director shall be one of the Owners and must be in compliance at the time of his election with all covenants, terms, conditions and obligations of these Bylaws and the Amended Declaration. In the event an Owner is a corporation, partnership, trust or other legal entity, other than a natural person, or persons, then an officer or director of such corporation, partner of such partnership, beneficiary of such trust or manager of such other legal entity, shall be eligible to serve as a member of the Board of Directors. Nothing herein contained shall be construed to prevent the election of a Director to succeed himself.

3.1.3. The Owners, by a two-thirds vote of all persons present and entitled to vote, at any meeting of the Owners at which a quorum is present, may remove any member of the Board of Directors, with or without cause.

3.1.4. Vacancies in the Board, including vacancies due to any increase in the number of persons on the Board shall be filled by majority vote of the remaining Directors thereof. Any director so elected or appointed to fill a vacancy shall hold office for a term equal to the unexpired term of the Director he succeeds. Except as otherwise provided in this Amended Declaration, the Common Area shall be managed by the Board and the Board shall act by majority vote of those present at its meetings when a quorum exists. Meetings of the Board may be called, held and conducted in accordance with such

regulations as the Board may adopt. A majority of the total number of members of the Board shall constitute a quorum.

3.1.5. All meetings of the Board shall be open to attendance by any Lot Owner, except that the President may call the Board into executive session on matters of personnel, infractions of the rules and regulations of the Association, and matters of similar sensitivity. Any action taken by the Board in executive session shall be recorded in executive session minutes.

3.1.6. Any action required or permitted to be taken at any meeting of the Board, whether done before or after the action is taken, may be taken without a meeting. Such consent may be made in writing or through email communication, if such consent is documented in the minutes of the next Board meeting.

3.1.7. Any notice required to be given to any Director may be given by electronic mail if the Director has provided an electronic mail address to the Secretary. All notices provided to the Director electronically shall satisfy all requirements contained in these Bylaws.

Section 3.2. Powers of the Board of Directors. The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of their duties. These powers include, but are not limited to, the power:

3.2.1. To enter into contracts and incur liabilities;

3.2.2. to employ a managing agent or a real estate management company (either called "Managing Agent") to assist the Board in performing its duties;

3.2.3. to purchase for the benefit of the Owners such equipment, materials, labor and services as may be necessary in the judgment of the Board of Directors;

3.2.4. To procure for the benefit of the Owners insurance coverage as outlined in the Amended Declaration.

3.2.5. to employ legal counsel, architects, 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;

3.2.6. to include the costs of all of the above and below items as Common Expenses and assessments and to pay all such costs;

3.2.7. to consent to amendment to the Amended Declaration;

3.2.8. to adopt, revise, amend and alter from time to time reasonable rules and regulations with respect to use, occupancy, operation, and enjoyment of the property in the Woolery Mill, Section Two Subdivision; and,

3.2.9. to open and maintain a bank account or accounts in the name of the Association.

Section 3.3. Limitation on Board Action. The authority of the Board of Directors to enter into contracts shall be limited to contracts involving a total expenditure of less than Ten Thousand Dollars (\$10,000.00) without obtaining the prior approval of a majority of Owners, except in the following cases:

3.3.1. contracts for replacing or restoring portions of the Buildings damaged or destroyed by fire or other casualty if the cost is payable out of insurance proceeds actually received; and,

3.3.2. proposed contracts and proposed expenditures expressly set forth in the proposed annual budget as approved by the Owners at the annual meeting.

Section 3.4. Compensation. No Director shall receive any compensation for any service rendered to the Association except to the extent required for reimbursement for actual expenses incurred in the performance of such duties.

Section 3.5. Meetings. 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. The Secretary shall give notice of regular meetings of the Board to each Director personally or by United States mail or email at least five (5) days prior to the date of such meeting.

Special meetings of the Board of Directors may be called by the President or any two members of the Board. The person or persons calling such meeting shall give written notice to the Secretary who shall either personally, by mail or email, at least three days prior to the date of such special meeting, give notice to the Board. 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 time within Monroe County, Indiana, as shall be designated in the notice.

Section 3.6. Telephone Communication in Lieu of Attendance. A Director may attend a meeting of the Board of Directors by using an electronic, internet or telephonic communication method whereby the Director may be heard by the other members and may hear the deliberation of the other members on any matter properly brought before the Board of Directors. The Director's vote shall be counted and the presence noted as if that Director were present in person on that particular matter

Section 3.7. Waiver of Notice. Before any meeting of the Board of Directors, any Director may, in writing or by email, waive notice of such meeting and such waiver shall be deemed

equivalent to the giving of such notice. The presence of any Director at a meeting shall as to such Director, constitute a waiver of notice of the time, place and purpose. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3.8. Voting by Mail. If the Board so desires, in the event of a Bylaw or Declaration Amendment, each Owner may vote by US mail. The Secretary shall cause the suggested amendment changes to be mailed to all Owners. A form of proxy or written ballot may provide an opportunity to specify approval or disapproval with respect to the suggested amendment changes.

Section 3.9. 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 votes of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board.

Section 3.10. Non-Liability of Directors. The Board of Directors shall not be liable to the Association for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The Association shall indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board of Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Amended Declaration or Bylaws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Association. Every contract made by the Board shall provide that the Board, in executing such contract, is acting as Agent for the Association and shall have no resulting personal liability.

Section 3.11. Additional Indemnity of Directors. The Association shall indemnify all persons, and their heirs, assigns, and legal representatives, made a party to any action, suit or proceeding because of being a Director of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense of such action, suit or proceeding, or in connection with any appeal, unless a majority of the Owners find that such Director was guilty of gross negligence or misconduct. In making such findings, no Director shall be considered or deemed guilty of or liable for negligence or misconduct in the performance of duties where, acting in good faith, such Director relied on the books and records of the Association or statements or advice made by or prepared by any agent of the Association or any officer or employee, or any accountant, attorney, or other person, firm, or corporation employed by the Association to render advice or service unless such Director had actual knowledge of the falsity or incorrectness of such information; nor shall a Director be deemed guilty of or liable for negligence or misconduct by failing or neglecting to attend a meeting or meetings of the Board.

Section 3.12. Bond. The Board of Directors may require any or all officers and employees of the Association handling or responsible for Association funds to be covered by an adequate bond. The premiums on such bonds shall constitute a Common Expense

ARTICLE 4

Officers

Section 4.1. Officers of the Association. The principal officers of the Association shall be the President, Vice President Secretary and Treasurer, all of whom shall be elected by the Board. The Directors may appoint such other officers as in their judgment may be necessary. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. Each officer will serve for a term of one (1) year except an officer filling a vacancy created by resignation, death or removal of another officer in which case the term shall be limited to the unexpired term of her successor.

Section 4.2. Election of Officers. The officers of the Association shall be elected annually by the Board at the initial meeting of each new Board. Upon an affirmative vote of a two-thirds (2/3) majority of all members of the Board, any officer may be removed either with or without cause and a successor elected at any regular meeting of the Board or at any special meeting of the Board called for such purpose.

Section 4.3. President. The President shall be elected from among the Directors and shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board, shall have and discharge all the general powers and duties usually vested in the office of president or chief executive officer of an association or a stock corporation organized under the laws of Indiana, including but not limited to, the power to appoint committees from among the Owners as may be deemed necessary to assist in the affairs of the Association and to perform such other duties as the Board may from time to time prescribe.

Section 4.4. Vice President. If the Board of Directors deems it appropriate, the office of Vice President will be filled. In such event, the Vice President shall be elected from among the Directors and shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice President shall also perform such other duties as these Bylaws may prescribe or as shall, from time to time, be imposed by the Board or by the President.

Section 4.5. Secretary. The Secretary shall be elected from among the Directors. The Secretary shall attend all meetings of the Association and the Board and shall keep or cause to be kept a true and complete record of the proceedings of such meetings, shall perform all other duties incident to the office of the Secretary and such other duties as from time to time may be prescribed by the Board. The Secretary shall specifically see that all notices of the Association or the Board are duly given, mailed, emailed, or delivered, in accordance with the provision of these Bylaws. The Secretary and President shall not be the same person.

Section 4.6. Treasurer. The Board shall elect from among the Directors a Treasurer who shall maintain a correct and complete record of account showing accurately at all times the financial condition of the Association and such other duties incident to the office of Treasurer. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables which may from time

to time come into possession of the Association, shall immediately deposit all funds of the Association in some reliable bank or other depository to be designated by the Board, and shall keep such bank account in the name of the Association.

Section 4.7. Assistant Officers. The Board of Directors may, from time to time, designate and elect from among the Owners an Assistant Secretary and Assistant Treasurer who shall have such powers and duties as the officer whom they are elected to assist shall delegate to them and such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 4.8. Compensation. No officer shall receive compensation from the Association for acting as an officer.

ARTICLE 6

Rules and Regulations

The Board of Directors may promulgate rules and regulations regarding the operation of the Association or the subdivision, as it may deem necessary from time to time. Such rules as are adopted may be amended by vote of a majority of the Board, the Board shall cause copies of such rules to be delivered and mailed promptly to all Owners.

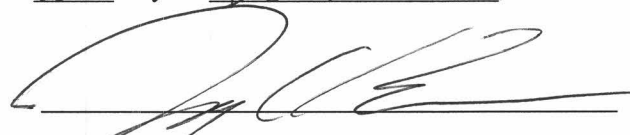
ARTICLE 7

Amendment to Bylaws

These Bylaws may be amended by a vote of not less than sixty-six and two-thirds percent (66 2/3%) of the votes of the Owners in a duly constituted meeting called for such purpose.

Certified to be the Amended and Restated Bylaws adopted by consent of the Directors of the WMTS2 Association of Co-Owners Inc., dated this 18th day of December, 2014.

Its: _____


PRESIDENT

This instrument prepared by: Megan Lewis, **Lewis Law LLC**, 1205 North Walnut Street, Bloomington, Indiana 47404-3565; (812) 336-6989.