

BY-LAWS OF HERITAGE FARM ADDITION PROPERTY OWNERS' ASSOCIATION

The following shall constitute the by-laws of Heritage Farm Addition Property Owners Association (herein referred to as the Association) and shall remain in full force and effect until amended or repealed by the Board of Directors.

ARTICLE I MEMBERS

1. A member of this association shall be any person who owns property in fee simple within this subdivision. For purposes of voting, one member per property shall be designated as the voting member. The voting member must be listed as an owner on the property deed and be in good standing with the association.
2. Annual Meeting. The annual meeting of the members of this Association shall be held at a place and date as designated by the Board of Directors. Other regular standing meetings may be scheduled by motion of the Board. The regular meetings shall be monthly, biannually, quarterly, or annually and once established by motion, notification of the date, time, and location shall be posted at each entrance for at least 30 days prior to the meeting.
3. Special Meeting. Special meetings of the members may be called at any time by the President, by resolution of the Board of Directors, or by not less than 51 % of the voting members. Written notice of special meetings shall be given either personally or by mail to each member of record in good standing, either (1) at his address on the books of the Association or (2) at his last known address not less than ten (10) nor more than sixty (60) days before the meeting is to be held. The notice shall include a statement of the purpose(s) for which the meeting is called, and no other business may be transacted or considered.
4. Notice. If at any annual meeting there shall be presented a proposal to dissolve, merge or consolidate, or to sell, lease, exchange, or otherwise dispose of all or substantially all the Association's assets, to amend the articles of the Association or to effect any other fundamental corporate change, then that annual meeting shall be deemed, for the purpose of notice, a special meeting. Notice of any meeting or service of such notice may be waived in writing before or after the meeting by a member or by the attendance in person or by proxy of any member at such meeting. No irregularity of notice of any regular or special membership meeting shall invalidate such meeting or any proceeding thereat.
5. Quorum. A quorum at any meeting of the members shall consist of those members in attendance, regardless of percentage of membership represented by attendees.
6. Proxies. No member shall be permitted to vote at any membership meeting by proxy.
7. Voting. Directors shall be elected at the annual meeting of members.

8. Anti-Nepotism. Contractors and subcontractors for the HFPOA shall not be family member(s) to any current board member. HFPOA directors shall recuse themselves from any decisions that pertain to family members living within Heritage Farm neighborhood.

ARTICLE II DIRECTORS

1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

2. Number, Tenure and Qualifications. The number of directors of the Association shall be no fewer than 5 nor more than 11. Each director shall hold office until the next annual meeting following his election, or until his successor shall have been elected and qualified. Directors shall be members of the Association in good standing, including with their membership dues. The directors' terms shall be three (3) years and shall be staggered as provided for in Article VI of the Association's Articles of Incorporation.

3. All Directors shall read and accept via their signature the Heritage Farm Property Owners' Association's code of ethics. If a Director refuses to sign the code of ethics the Director shall not remain on the HFPOA board. Violations of the code of ethics shall lead to a censure and potential removal from the HFPOA board.

4. Vacancies. If a vacancy occurs in the Board of Directors by reason of death or resignation, or if the members fail to fill all the vacancies in the Board of Directors at the annual meeting or any meeting for the purpose of electing directors, the vacancies shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors.

5. Resignations. A director may resign at any time by filing his written resignation with the Secretary.

6. Removal. A director may be removed at any time, with cause, either by a vote of the POA board of directors or by a special membership meeting called expressly for that purpose. All rules for a special membership meeting are applicable to this removal meeting. The removal vote by the membership must pass with 2/3rds of the vote. The removal vote by the Board of Directors must pass with 2/3rds of the entire Board at the time of vote.

7. Meetings. Meetings of the Board of Directors shall be held on call of any member after giving notice in writing or otherwise to all directors at least seven days prior thereto. Notice of any meeting or service of such notice may be waived in writing before or after the meeting by a director or by attendance at such meeting. No irregularity of notice of such meeting shall invalidate such meeting or any proceeding thereat. For

emergent circumstances a meeting of the board of directors may be called with less than 24 hours' notice. Directors who cannot attend an emergency meeting in person may attend and /or vote via phone or virtual conference platform.

8. Quorum. A quorum of any meeting of the Board of Directors shall consist of fifty-one percent (51%) of the Board of Directors.

9. Proxies. Directors may not vote by proxy unless previously approved by the Board of Directors and the members of Heritage Farm Addition Property Owners Association.

10. Election of Officers. Officers of the Association shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors subject to any contracts of employment entered by the Association.

11. Architectural Control Committee (ACC). A specific architectural control committee director (ACCD) shall be elected by the membership at the annual meeting for a term of 3 years as a Board Director with the specific duty of being the chairperson of the ACC. The ACC shall consist of no less than three (3) and no more than five (5) members. The majority of committee members should not be current members of the Board of Directors. The ACCD and the committee members should have a general understanding of basic building practices and be able to read blueprints. The duties of the ACC are to review architectural requests from the membership and approve or deny the request based on the architectural standards stated in the Bill of Assurance (Covenant) for the Heritage Farm Property Owners Association (HFPOA). All such decisions shall be by consensus of the ACC; decisions shall never be unilateral. The committee chairperson is required to inform the board of directors of architectural requests and the committee's decision within 14 days of their decision. The committee chairperson is responsible for maintaining written records of requests and decisions. The ACC shall not receive any form of payment for performing their duties. If the ACCD or a member of the committee is found not to be upholding the architectural standards of the HFPOA Bill of Assurance (Covenant), then the Board of Directors shall remove the ACCD or the committee member and fill the position until the next annual membership meeting. Once a home modification or outbuilding is completed, the project no longer is under the ACC committee's purview. Completed projects that do not meet the HFPOA Bill of Assurance are under the purview of compliance.

ARTICLE III EXECUTIVE OFFICERS

1. Number. The executive officers of the Association shall be a president, a vice president, a secretary, a treasurer, and such other officers as may be elected in accordance with these by-laws. The offices of secretary and treasurer may be held by one person, should the Board of Directors, by resolution, so direct.

2. Vacancies. When a vacancy occurs in one of the executive offices by death, resignation or otherwise, it shall be filled by the Board of Directors.
3. Execution of Written Instruments. The Board of Directors may authorize any two (2) or more officers or employees to execute contracts in the ordinary course of business on behalf of the Association. Such authority may be general or confined to specific instances.
4. Checks and Notes. Checks, notes, drafts and demands for money shall be signed by any two (2) or more executive directors.
5. Financial limit. Expenses above \$500 require pre-approval from the Board of Directors. Normal operating expenses are excluded from the financial limit policy.

ARTICLE IV INDEMNITY

1. Directors and Officers Indemnification. Every person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association), by reason of the fact that he is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another Association, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible, for all expenses, liabilities, and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by him in connection therewith, if the director or officer acted in good faith and in a manner which he or she reasonably believed to be in the interest of the Association and not contrary to or in violation of applicable law. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such director or officer may have or hereafter acquire and, without limiting the generality of such statement, he or she shall be entitled to his rights of indemnification under any agreement, vote of members, provision of law, or otherwise, as well as rights conferred under this paragraph. The Board of Directors may cause the Association to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another Association, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Association would have power to indemnify such person.
2. Advancement of Expenses. Expenses incurred by a director or officer of the Association in defending a civil or criminal action, suit or proceeding by reason of the fact that he is, or was, a director or officer of the Association (or was serving at the

Association's request as a director or officer of another Association, or as its representative in a partnership, joint venture, trust or other enterprise) shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of, such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by applicable law, as the same now exists or as it may hereafter be amended.

ARTICLE V AMENDMENTS

These by-laws may be amended or repealed at any meeting of the Board of Directors by the vote of a majority of the whole board. CERTIFICATION OF ADOPTION IN TESTIMONY THEREOF, the foregoing by-laws of the Association have been duly adopted this 21 day of OCTOBER, 2024, by action of the Board of Directors of the Association pursuant to the laws of this state.

APPROVED:

Chairman or President

Soray Elhad

Secretary

Donald J. Ramsey