

**BYLAWS  
OF  
EPWORTH FOREST ADMINISTRATION COMMITTEE, INC.**

ARTICLE I  
Name and Principal Office

The name of the corporation is EPWORTH FOREST ADMINISTRATION COMMITTEE, INC. (hereinafter referred to as the "Committee").

The registered office of the Committee shall be located at Indiana Conference United Methodist Church, 301 Pennsylvania Parkway, Suite 300, Indianapolis, Indiana 46280, until and unless changed in accordance with law by the Board of Directors.

ARTICLE II  
Definitions

Section 1. "1994 Judgment" means the Kosciusko Circuit Court's August 2, 1994 Record of Submission, Findings of Fact with Opinion and Judgment in *Barnes, et al v. North Indiana Annual Conference of United Methodist Church v. Numerous Intervening Defendants*, Cause Number 43C01-9109-CP-00732 and all subsequent decisions under this cause number. The 1994 Judgment adjudicated a dispute between and among property owners in Epworth Forest community on Lake Webster over ownership rights in the littoral between the lake and platted lots immediately adjacent to the lake. In addition to adjudicating the ownership dispute, the 1994 Judgment also defined the scope of an easement in the littoral and assigned the Conference certain management responsibilities relating to the easement.

Section 2. "2014 Order" means (collectively) the Kosciusko Circuit Court's January 2014 Order and April 15, 2014 Order Granting Relief Pursuant to T.R. 60 Through Modified Judgment in *Barnes, et al v. North Indiana Annual Conference of United Methodist Church v. Numerous Intervening Defendants*, cause number 43C01-9109-CP-00732.

Section 3 "Committee" means and refers to this corporation, which is also referred to as the "Corporation" in the Articles of Incorporation of this corporation.

Section 4. "Conference" means the North Indiana Annual Conference of United Methodist Church.

Section 5. All of the terms as defined and used in the 1994 Judgment and 2014 Order shall have the same meanings in these Bylaws. The 1994 Judgment as altered, amended or modified by subsequent Court Orders shall continue to define the existing rights of the owners in Epworth Forest.



ARTICLE III  
Membership and Voting Rights

Section 1. Membership, Transfer, Voting Rights. The Members, shall have voting membership rights to elect the Board of Directors. The Owner or Owners of each lot or multiple lots as a group used for a residential structure, or any one or group of undeveloped/unimproved lots owned by the same owner ("Parcel") shall have one vote in any election of directors. The Conference shall have one vote for its collective ownership of undeveloped lots. Owner may be more than one individual, legal entity, or trust, and the owner/owners shall designate and deliver to the secretary in writing the name of one representative to cast a vote for the parcel. Reference is hereby made to the 1994 Judgment, 2014 Order and the Articles of Incorporation which set forth terms, provisions and conditions governing and relating to membership in the Committee, transfer of membership, all of which terms, provisions and conditions are incorporated herein by reference.

Section 2. Meetings. Meetings of the members of the Committee shall be in accordance with the following provisions:

(a) Place. Meetings of the members shall be held at such place in Kosciusko County, Indiana, as may be designated by the Board of Directors of the Committee.

(b) Annual Meetings. The members shall have an annual meeting. The first annual meeting of the members shall be held during the first fiscal year of the Committee, the exact date to be decided by the Board of Directors. At such first annual meeting of the members, the Board of Directors may designate a regular day or date for successive annual meetings. If any designated day or date falls upon a legal holiday, the actual date of the meeting shall be the next business day succeeding such designated day or date.

(c) Special Meetings. Special meetings of the members may be called by the president of the Committee or by resolution of the Board of Directors of the Committee. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

(d) Notice of Meetings. Pursuant to Indiana Code 23-17-10-5, the Committee shall give notice of meetings in a fair and reasonable manner. The Committee shall provide notice by communicating in person, mail or other method of delivery; or other electronic means capable of verification. It shall be the duty of the secretary of the Committee to serve a notice of each annual or special meeting, stating the purposes thereof, as well as the time and place where it is to be held, upon each member of record, not less than ten (10) days, or, if notice is mailed by other than first class or registered mail, thirty (30) days nor more than sixty (60) days, before the meeting date. The mailing of a notice to each member at the address shown for such member on the Committee's records shall be deemed notice served.

(e) Notwithstanding any of the foregoing, any matter or business agreed to in writing by all members of the Committee shall be valid and binding regardless of whether

the procedures set forth above have been satisfied; for this purpose, signatures transmitted electronically shall be deemed to be, and shall have the same effect as, original signatures.

ARTICLE IV  
Board of Directors

Section 1. Number, Qualification and Election. The affairs of the Committee shall be governed by a Board of Directors composed of five (5) persons. The Board shall consist of two (2) directors elected by the Off-shore Owners, two (2) directors elected by the On-shore Owners, and one (1) "neutral" director whose initial appointment is made by the Kosciusko Circuit Court. Thereafter, the "neutral" director shall be selected by unanimous consent of the four (4) elected directors, and if unanimous vote cannot be reached by the four (4) elected directors, then by appointment of the Kosciusko Circuit Court on petition of any lot owner in Epworth Forest.

Section 2. Additional Qualifications. Where an owner consists of more than one person, or is a partnership, corporation, trust or other legal entity, then one of the persons constituting the multiple Owner or a partner, officer or trustee, as the case may be, of the partnership, corporation, trust or other entity owner shall be eligible to serve on the Board of Directors of the Committee, except that no owner may be represented on the Board of Directors by more than one person at a time.

Section 3. Initial Board of Directors.

3.1. The On-shore Owners shall, collectively, designate two persons as representatives on the board of directors. Those two persons may be selected by consensus, by an informal election process, and shall not require a full formal voting procedure. The On-shore Owners shall provide the names of the two members of the board of directors to their attorneys, who will provide those names to the attorneys for all parties and to the Court as necessary.

3.2. The Off-shore Owners shall, collectively, designate two persons as representatives on the board of directors. Those two persons may be selected by consensus, by an informal election process, and shall not require a full formal voting procedure. The Off-shore Owners shall provide the names of the two members of the board of directors to their attorneys, who will provide those names to the attorneys for all parties and to the Court as necessary.

3.3 As soon as they are designated, the two On-shore designated directors and the two Off-shore designated directors shall meet informally, to conduct an organizational meeting, initially for the purpose of appointment a fifth "neutral" director. In the event those four directors cannot reach agreement as to the designation of a fifth and neutral director, that impasse may be reported to the Court by counsel for any party or parties, along with a request that the Court make the designation of the fifth and neutral member of the board of directors.

3.4. The Initial Board shall maintain, manage and administer the affairs and the property of the Committee during the initial term. The Initial Board shall arrange for appropriate elections to occur in June 2015 to establish elected directors. Election arrangements shall maintain the election of two directors from the Off-shore Owners, two directors from the On-shore Owners, and designation of a fifth, neutral director by the four elected directors. The Initial Board shall have the power and responsibility to ratify the Bylaws. In the event of any vacancy or vacancies occurring on the Initial Board, replacement directors shall be filled in accordance with the terms and provisions of these Bylaws and of the Articles of Incorporation.

Section 4. Term of Office Generally. The term of a director may not exceed five (5) years. Directors may be elected for successive terms. The Board of Directors may stagger the terms of directors to promote continuity in the governance of the Committee.

Section 5. Powers. The Board of Directors shall have such powers as are reasonable and necessary for the administration of the affairs of the Committee and to accomplish the performance of their duties, conferred by the Indiana Nonprofit Corporation Act or by other law and which powers include, but are not limited to, the power:

(a) To adopt and publish reasonable rules and regulations governing the use and enjoyment of the Easement, the management and administration of the Committee, and as otherwise permitted in the 1994 Judgment and 2014 Order, and to establish sanctions for the infraction thereof, in each case in a manner consistent with the 1994 Judgment and 2014 Order;

(b) To exercise all of the powers and privileges and to perform all of the Conference's managerial duties and obligations as set forth in the 1994 Judgment and 2014 Order;

(c) To exercise for the Committee all powers, duties and authority vested in or delegated to the Committee and not reserved to the membership by other provisions of these Bylaws, the 1994 Judgment, the 2014 Order, the Articles of Incorporation or statute;

(d) To collect reasonable attorney fees if it prevails in an enforcement action for failure to timely pay duly assessed pier fees, failure to comply with a pier assignment, or other material failure to comply with any duly enacted Court Order or rule or regulation; however, there shall be no right of the Committee to collect attorney's fees incurred in connection with the, Easement Termination Litigation, as defined in the 2014 Order, or in connection with any refusal to comply with a pier assignment by an Easement Termination Plaintiff, as defined in the 2014 Order, during the pendency of the Easement Termination Litigation if such litigation is refiled;

(e) To declare the office of a member of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive regular meetings of the Board of Directors or if such director is in arrears in paying any outstanding debts and/or obligations to the Committee including, but not limited to, assessments;

(f) To approve the annual budget, statement of income and expenditures of the Committee and to establish and maintain a reserve fund for capital expenditures;

(g) To employ as a manager, an independent contractor, or such other employees as it deems necessary, and to prescribe their duties, subject to the limitations set forth in the Declaration; and

(h) To do and take all such action as is or may be necessary, desirable or appropriate to perform the duties, obligations and responsibilities of the Board of Directors as required by the 1994 Judgment, the 2014 Order, other provisions of these Bylaws, the Articles of Incorporation, or statute.

Section 6. Duties. The Board of Directors shall have the following duties:

(a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members;

(b) To ensure on-shore owners' pier assignments continue from year to year and be presumed permanent;

(c) To ensure that off-shore pier assignment/location, in accordance with the 1994 Judgment, may only be changed, in the sole discretion of the Board of Directors, for a substantial change in circumstances making the prior assignment unreasonable under the facts and circumstances;

(d) To ensure an on-shore pier assignment/location, in accordance with the 1994 Judgment, may only be changed, upon the request in writing of the on-shore owner and only for substantial change of circumstances making the prior assignment unreasonable under current facts and circumstances;

(e) To operate under the presumption that one off-shore pier will exist per onshore lot;

(f) To verify each Off-shore owner who requests a pier has adequate liability insurance in such reasonable amounts as determined in the sole discretion of the Board of Directors;

(g) To establish the amount of the assessments against each member for each pier owned, all in accordance with the terms of the 1994 Judgment, 2014 Order and these Bylaws;

(h) To cause that no motor vehicles, except wheelchairs for disabled persons in need of such wheelchairs, are permitted on the Easement (the prohibition against motor vehicles is not intended to prohibit access for necessary things such as tree trimming, utility installation and maintenance, and the like, on a temporary basis);

(i) To develop, establish and maintain community piers where possible;

- (j) To ensure off-shore owners are required to access pier locations over rights of way;
- (k) To send written notice of each assessment to each applicable owner;
- (l) To order that all past-due fines or penalties relating to pier fees are waived if the underlying pier fees are fully paid by May 1, 2014;
- (m) To levy fines for violations of the policies and pier assignments and to levy reasonable late fees for failure to pay pier fees consistent with the January 21, 2014 Order;
- (n) To establish a fair, timely appeal process administered by a single enforcement administrator who shall, to the extent practicable, enforce the regulations adopted under the 1994 Judgment and specifically, should investigate and address violations of interlopers within three (3) days;
- (o) To place a lien on any lot in Epworth Forest to secure payment of any assessed fee and to secure judgment obtained against any lot owner as the Board of Directors, in its sole discretion, deems necessary or advisable;
- (p) To issue, or cause an appropriate officer to issue, upon demand by any person or entity, a certificate setting forth whether or not any assessment has been paid;
- (q) To procure and maintain the insurance coverages required by the 1994 Judgment, 2014 Order and such other insurance coverages as the Board of Directors, in its sole discretion, deems necessary or advisable;
- (r) To ensure that on-shore owners will not be overburdened, but recognizing that strict equality in burdening owners is not possible;
- (s) To cause the Easement, including any improvements thereon, to be maintained to the extent, if any, of the Committee's responsibilities transferred to the Committee by the Conference, therefor as provided in the 1994 Judgment and 2014 Order; and
- (t) To supervise all officers of the Committee.

Section 7. Compensation. No director, except for the "neutral" serving director if unanimously agreed to by the other four (4) directors, shall receive compensation for any service he may render to the Committee as such director.

Section 8. Removal of Directors. Subject to the provisions of the 2014 Order and the foregoing Section 3 of this Article IV with respect to the Initial Board of Directors, any director may be removed for cause.

Section 9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such regular intervals, without notice, at such place and hour as may be determined from time

to time by resolution of the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the president on three (3) days' notice to each director, given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the secretary in like manner and on like notice on the written request of at least three-fifths (3/5) of the directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent of the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall be deemed a waiver of notice by him of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, the presence of all five (5) of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which quorum is present shall be the acts of the Board of Directors except as otherwise provided in or required by the 1994 Judgment, 2014 Order, Articles of Incorporation, these Bylaws or statute.

Section 13. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. No action shall be conducted without the consent of all five (5) directors. Such approval must describe the action, be signed by each director, and be included in the minutes or filed with the corporate records reflecting the action taken. Any action so approved shall have the same effect as though taken at a meeting of the directors. For the purposes of this Section, a signature conveyed by electronic means shall have the same effect as if an original.

Section 14. Resignation. A director may resign by delivering written notice to the Board of Directors, its chairman, the president or the secretary. A resignation is effective when delivered unless the notice specifies a later date.

Section 15. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

## ARTICLE V Officers and Their Duties

Section 1. Enumeration of Offices. The officers of the Committee shall be a president, a vice president (if required by the Board of Directors), a secretary and a treasurer, all of whom shall be members of the Board of Directors, and such other officers as the Board of Directors may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members of the Committee.

Section 3. Term. The officers of the Committee shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until her or his successor is elected and qualified, unless he or she shall sooner resign, be removed or otherwise disqualified to serve. Officers may serve for any number of consecutive terms.

Section 4. Special Appointments. The Board of Directors may elect such other officers as the affairs of the Committee may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Directors; see that orders and resolutions of the Board are carried out. The president shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an Committee or a stock corporation organized under the laws of the State of Indiana.

(b) Vice President. The vice president shall act in the place and stead of the president in the event of his or her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors or as are delegated to him or her by the president.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; keep the corporate seal of the Committee (if any is adopted) and affix it on all papers requiring said seal; authenticate records of the Committee as necessary; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the



members of the Committee, together with their addresses; and shall perform such other duties as required by the Board of Directors.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Committee and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

#### ARTICLE VI Committees

The Board of Directors may appoint various committees to carry out the purposes of the Committee. Except as otherwise expressly provided in the 1994 Judgment, 2014 Order or by statute, members of such committees may, but need not, be members of the Board of Directors.

#### ARTICLE VII Books of Account and Fiscal Year

Section 1. Books of Account. The Committee shall keep detailed books of account showing all expenditures and receipts of administration which shall specify any expenses incurred by or on behalf of the Committee and the members. Such accounts, books, records, financial statements and other papers of the Committee shall be open for inspection by the members and any Owner during reasonable business hours and subject to reasonable procedures established by the Board of Directors. Current copies of the 1994 Judgment, 2014 Order, the Articles of Incorporation, and the Bylaws of the Committee, and other rules concerning the Easement, shall be available for inspection by any Owner and lender, and to holders, insurers or guarantors of any first mortgage at the principal office of the Committee during normal business hours and subject to reasonable procedures established by the Board of Directors, where copies of the same and of audits may be purchased at reasonable costs.

Section 2. Fiscal Year. The fiscal year of the Committee shall commence January 1 and end the following December 31 each year.

Section 3. Assessment Certificates. Any officer of the Committee may issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

#### ARTICLE VIII Contracts, Loans, Checks

Section 1. Authorization. The Board of Directors may authorize any officer or officers or agent or agents of the Committee to enter into any contract, to execute any instrument, or to take out any loan on its behalf. Such authorization may be general or confined to specific instances. Except as provided in these Bylaws, no officer, agent, or employee shall have any

power to bind the Committee or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Committee shall be signed by no less than two (2) directors as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

#### ARTICLE IX Assessments

As more fully provided in the 1994 Judgment, January 21, 2014 Order, 2014 Order, each member who request a pier assignment is obligated to pay to the Committee assessments. The general pier fees assessed to all owners shall be for the administration of any community pier assignments and enforcements. The expenses of acquiring, maintaining, seasonal installation/removal of any community pier shall be paid for separately by a fee for that purpose charged to any user of a slip or place on a community pier and not from regular pier fees. The separate fee for use of a community pier shall be in addition to regular pier fees. Any assessments shall be delinquent which are not paid. No member who requests a pier assignment may waive or otherwise escape liability for the assessment provided for in the 1994 Judgment, January 21, 2014 Order, 2014 Order or herein by nonuse of any or all of the Easement or abandonment of his or her parcel.

#### ARTICLE X Amendments

Section 1. Amendments. The power to amend, alter, add to and repeal these Bylaws is vested in the Board of Directors of the Committee; provided, however, that no amendment or other change shall be made in these Bylaws which conflicts with the terms and provisions of the 1994 Judgment or 2014 Order.

Section 2. Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the 1994 Judgment and these Bylaws, the 1994 Judgment shall control. Any conflict between the 2014 Order and these Bylaws, the 2014 Order shall control. Any ambiguity in these Bylaws shall be interpreted consistently with the written meaning and intent of the 1994 Judgment and 2014 Order.

#### ARTICLE XI Miscellaneous

Section 1. Purpose. The purpose of the Committee will be to manage all rights, obligations and disputes related to the Easement created by the original Plat and defined in the 1994 Judgment and subsequent rulings and to accept the assignment from the Conference of all the Conference's duties in the 1994 Judgment.

Section 2. Membership Certificates. The Board of Directors is not required to issue to any member a certificate from the Committee evidencing membership in the Committee.

Section 3. No Earnings. No member shall have or receive any earnings from the Committee, except that a member who is an officer, director or employee of the Committee may receive fair and reasonable compensation and reimbursement of reasonable expenses incurred in performing the member's services as officer, director or employee of the Committee. A member may also receive payment of principal and interest on monies loaned or advanced to the Committee, as provided in the Act.

Section 4. Applicable Law. These Bylaws shall be construed in accordance with the laws of the State of Indiana.

Section 5. Severability. If one or more of the provisions of these Bylaws shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision of these Bylaws; and these Bylaws shall be reformed and construed as if such invalid, illegal or unenforceable provisions had not been contained herein.

Section 6. Time of Essence. Time is of the essence in these Bylaws.

Section 7. Headings and Gender. Headings are for reference only, and do not affect the provisions of these Bylaws. Where appropriate, the masculine gender shall include the feminine or the neuter, and the singular shall include the plural.

Section 8. Computation of Time. In computing a time period prescribed in these Bylaws, the day of the act or event shall not be counted. All subsequent days, including intervening weekend days and holidays, shall be counted in the period. The last day of the period so computed is to be included unless it is a weekend or a legal holiday as defined under Indiana law, in which case the period is to be extended to the next day that is not a weekend day or holiday.