



PROXY BALLOT FOR MAY MEETING ENCLOSED!!

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Updating Neighborhood Documents

When you moved into the neighborhood, you may remember seeing several legal documents when you closed on your home. These documents were created when the neighborhood was established over 40 years ago and they haven't been updated in quite some time.

Three legal documents define the Woodland Springs neighborhood - Articles of Incorporation (AOI), By-Laws and our Covenants. The AOI declares Woodland Springs, Inc. as a not-for-

profit entity, defines the official address and it provides it will be run by a board of directors.

The By-Laws provide procedures for electing boards of directors and officers, the structure of meetings including how meetings are run, agendas, determination of a quorum, delegation of officer duties and sub-committees, and how the bylaws are amended.

Covenants are the rules that protect each homeowner's investment. The main purpose is to

keep our home values strong and to keep our neighborhood looking nice. This document defines what kind of updates and changes we can make to our homes and property.

Two years ago, the Board put into action a process to update the AOI, By-laws and covenants then solicited neighborhood residents to participate in shaping the next generation of these documents. A subcommittee was created to provide input and recommend changes. The Board has reviewed these

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Board of Directors

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(317) 848-0209

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(317) 582-1962

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dlitz5@hotmail.com

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(317) 402-1605

Calling All Woodland Springs Swimmers!

It time to start organizing the summer swim team and get those important dates on your calendars.

Registration forms, meet and party information will be available on-line immediately after spring break. Forms and fees will be due at the beginning of

May.

Due to the size of our team, Woodland Springs will not be accepting registrations from outside the neighborhood. As always, we want to thank BJ for coaching our very spirited team of swimmers.

Go Woodland Springs!



New Newsletter Coming in June!

We are proud to announce a partnership with Capture Media-a local publisher of neighborhood news magazines.

Beginning with a June issue, the Woodland Springs Voice will be a colorful news magazine that is delivered to your mailbox monthly and free of charge to our homeowners and the association. It will feature

important subdivision information directly from your Board of Directors.

The Voice provides an opportunity for residents to read up to date neighborhood information. In addition, it provides the opportunity for residents to post free classifieds, allows neighborhood kids to advertise babysitting, lawn mowing, etc. in the Working

Youth Directory and an opportunity to claim great prizes in our monthly contest.

The partnership between the Woodland Springs Homeowners' Association and Capture Media provides each resident of with an informative and enjoyable monthly neighborhood news magazine.

Directory Information Needed!

Updating is important for new residents and family additions. Please be sure to add any new children and note any children who no longer reside with you.

Send updates to Michelle Ball at michelleball@asdequipment.com

Lap around the Lake

Lap Around the Lake is Short cross country runs for all ages on the common grounds by the lake. This is a charitable event promoting health and wellness among our residents and friends.

The 2009 Lap Around the Lake will take place this June.

Registration information will be available on the Woodland Springs web site and in the May newsletter.

Please join us for this

event and help improve the health and wellness of our neighborhood and city.

If you have questions or would like to volunteer, contact Linda Firenze at 317.564.4771

Other upcoming social events:

Neighborhood Garage Sale
June 5th and 6th

Patriotic Bike Parade
July 3rd @ 7:00 PM

More information to follow in upcoming newsletters and on the Woodland Springs website!

Annual Dues Notices Hitting Your Mailbox

The annual dues invoices were mailed in early April. The annual dues amount is \$415.00 and is **due by May 15th**. After that date a late fee in the amount of \$25.00 will be assessed. Please

remember that by not paying dues, you choose to forfeit your privilege to use the common properties including the pool or to rent the clubhouse for private parties.

Dues payments should

be mailed to:
Woodland Springs, Inc.
P.O. Box 171
Carmel, IN 46082-0171

Questions? Please call Kevin Smith at 317.571.9857 .

Updating Neighborhood Documents (cont. from page 1)

proposed changes and worked with a local attorney who specializes in legal issues for neighborhood associations. The result is a modernized set of documents which position the neighborhood for the future.

During the 2009 Annual Meeting and the subsequent town hall meeting on March 7,

discussions were held with residents regarding the proposed changes to the AOI and By-laws. Many excellent questions were raised and are addressed in the Frequent Asked Questions on page 4. The adoption vote will be held on May 30 at 9:00AM at the Clubhouse. A proxy ballot is attached on page 5 in case you cannot attend in

person but still want your vote to be counted.

If you have any questions regarding the proposed changes, please feel free to contact any of the Board members or visit <http://woodlandspringsneighborhood.com/information.html> to access a copy of the proposed documents and current versions.

“Updating the Articles of Incorporation and By-laws will position Woodland Springs for success in the future. This is a critical step as we look to bring the neighborhood into the 21st century and enhance it’s desirability .”
-John Hurlburt
President, Board

Recommended Changes to the Articles of Incorporation

The Articles of Incorporation (AOI) was first written in December 1968. Several amendments exist, the last of which is dated October 1975. The following changes have been proposed.

Art. V – Removed section on initial directors and their respective initial

terms as is no longer needed.

Art. VI – Removed section defining two classes of members as there are no longer two classes.

Art VII – Removed section on initial incorporators as this section is no longer required.

Art VII – States that the restated AOI does not change the real and personal properties of the Corporation.

Art VIII – Not needed as it only pertains to the original incorporation.

Art IX (now Article 8) – Eliminated section which defines how by-laws may

be amended as this is already covered in the by-laws.

A section was added that defines the terms under which the Corporation could be dissolved and the distribution of the net assets of the Corporation and the entire document was renumbered.

WANT FREE DUES?
Come to the May 30 meeting (9AM at the Clubhouse) and you will be entered to win a refund of your 2009 dues payment (a \$415 value)!
Must be present to win.

Recommended Changes to the By-laws

The latest document we have been able to locate is dated February 16, 1989. We have not been able to locate any other prior documents or amendments.

Art I – Eliminated name, location and seal as not necessary since they are covered in the Articles of Incorporation.

Art II – Deleted references to members getting membership certificates as we have not provided these in years and are not necessary.

Art III - Meeting of Members - Changed the meeting place to be the clubhouse and the annual meeting date to be in

February rather than a specific day and time. Changed the number of individuals that can call a special meeting from 50 to 10% of all members (41) as this would correspond to what we are suggesting be considered a quorum at the annual meeting. Added provision that a quorum

Recommended Changes to the By-laws (cont. from page 3)

would include those voting by proxy. Proposed that a quorum be considered to be 10% of the members in good standing (dues paid in full) in person at a meeting or by proxy.

Art IV—Powers of Board—Removed the section which states that the board can't contract with a non-member for use of the properties without majority approval of the Members. Allows for quorum of the board to be a simple majority rather than a hard number of six. Eliminated the provision that if there are less than

nine appointed board members that the only business that can be conducted by the board is to elect a new member.

Art V—Officers - Eliminated requirement to have a 2nd VP. Eliminated need of Secretary to maintain seal and to sign membership certificates.

Art VII — Indemnification - Updated based on recommendations from Counsel.

Art VIII—Powers Reserved to Members - Eliminated need to appoint an auditor and to vote on expansion of the area of the

properties. Changed the requirements to increase dues by simply getting a majority of the votes at a meeting called for such purpose rather than a majority of all members.

Art IX—Implementation of Powers of Members - Updated voting rules when multiple owners in a single residence disagree and deleted absentee ballots as we allow for proxies.

Art X—Amendments to By-laws - Previously, there were three levels in which by-laws could be amended:
a) The board had the ability on their own to

modify certain sections of the by-laws;

b) Additional sections could be approved by a majority of members voting at a meeting called for the amendment of by-laws; and

c) There were also certain sections that had to be approved by a majority of all members in the association. The changes proposed for this section eliminate Part C and provides for proxies to be counted in Part B. This change does not increase the authority of the Board to amend the By-Laws.

Frequently Asked Questions: Articles of Incorporation and By-laws Revision

- *It seems like these changes are being made hastily without much homeowner input. Why is this?*
 - Neighborhood interest in updating our documents goes back as far as the 2006 annual meeting where attendees voiced their thoughts on wanting to keep home values strong. Any resident who was interested in providing more input volunteered their time to participate on a subcommittee in the summer of 2007. The board was careful to make this a resident-driven effort. A draft was submitted to the Board in the summer of 2008. The Board made minor modifications and then submitted the documents to an attorney to ensure the documents were compliant with Indiana and conformed to best practices.
- *Do the proposed changes in the Articles of Incorporation or By-Laws give the Board of Directors too much decision making authority?*
 - Indiana law defines a baseline of oversight that a board of directors must have for an incorporation. In some cases our documents were modified to match those baselines, and in other instances they stayed as is. This provides the board the flexibility needed to make decisions and keep up with the changing times. Remember that board members are elected by residents and our residents should remain active in ensuring they elect board members that share their views and ideas on how to improve the neighborhood.
- *What happens if a quorum is not present?*
 - The meeting can continue, but no official business or votes may be held.
- *Is it true that if passed, only 21 homeowners can make any change they want to the neighborhood?*
 - The changes will reduce the number homeowners required to have a quorum and hold an

**Cast your vote
online!**

You can now cast your vote using the online survey tool. Please contact Caitlin Intermill for access to the system at caitlin.intermill@gmail.com

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Frequently Asked Questions: Articles of Incorporation and By-laws Revision *(cont. from page 4)*

official meeting. Currently, a quorum consists of 50% (or 206) of all households. It has been difficult to get even a quarter of that number at annual or town hall meetings. With the proposed changes, a quorum will consist of at least 40 homes which means that any measure can be acted upon or defeated with a simple majority of that quorum (21). We hope this will increase interest and activism in the neighborhood and bring more residents to these important meetings.

- *Will the changes to the documents allow entities outside the neighborhood use our amenities?*
 - On a number of occasions, the neighborhood has been approached to rent out the island, pool, tennis court, and clubhouse for single use. The proposed changes will give the board flexibility to contract with individuals or groups outside of the neighborhood. The board members you elect should carefully evaluate the positives and negatives when the opportunity does arise. The board should consider the wear and tear that would occur and how intrusive it would be to the residents. Events such as this could potentially generate revenue that can be directed to the up keep of our assets or possibly reduce member dues.
- *Do the changes reduce the number of board members?*
 - No. The number of board members will remain at nine. The suggested changes will provide the board the flexibility needed to operate and conduct business in the event all nine positions are not filled, which has been common over the past few years.
- *Do these documents set requirements for the aesthetics of the neighborhood (uniformity, grounds standards, etc.)?*
 - The Covenants set those standards and is the third document currently under review. The May 30th vote is only for the Articles of Incorporation and the By Laws. The plan is to vote on the Covenants in the Fall of 2009. Just as with the changes to the AOI and By Laws, look for information about the Covenants in upcoming newsletters, on the website, and through various town hall meetings to be planned throughout the summer.
- *Where can I read the full document with all proposed changes?*
 - The Articles of Incorporation and By-laws can be found on the Woodland Springs web site at <http://www.woodlandspringsneighborhood.com/information.html>

PROXY BALLOT for the May 30, 2009 Vote

To approve the changes to the Woodland Springs, Inc Articles of Incorporation and By-Laws

Should you be unable to attend the Special Meeting on Saturday, May 30, 2009, please submit this proxy to one of the board members: John Hurlburt, Kevin Smith, Lori Baldwin, Bruce Snyder, Sonia Bangs, Kim Peterson, Caitlin Intermill, Bob Spolyar, David Litzkow

_____ Vote "YES" to approve the updated Articles of Incorporation and By-Laws

_____ Vote "NO" to keep the existing Articles of Incorporation and By-Laws

NOTE: Only one vote proxy per address is acceptable. Conflicting proxies will be invalid:

Signature: _____

Printed Name: _____

Address: _____

Date: _____

**Cast your vote
online!**

You can now cast your vote using the online survey tool. Please contact Caitlin Intermill for access to the system at caitlin.intermill@gmail.com

PROXY BALLOT FOR MAY MEETING ENCLOSED!!
Learn how to get your 2009 dues refunded!

Resident
Insert Street
Carmel, IN 46033

Woodland Springs Neighborhood Association
Insert Street Address
Carmel, IN 46033