

## By-Laws of Northridge Heights Homeowners Association

The name of the Corporation shall be Northridge Heights Homeowners Association. The period of duration of the Corporation shall be perpetual.

### **Article I Definitions**

1. "Property" shall mean and refer to the property described in the Protective Covenants filed with the Register of Deeds of Lancaster County, Nebraska, as the same may be amended from time to time, which designates a Lot Owner (as defined in such Covenants) as a Member of the Corporation.
2. "Lot" shall mean and refer to any individual residential Lot, for which a Final Plat has been filed with the Register of Deeds of Lancaster County, Nebraska, and which is located on the Property described above.
3. "Member" shall mean, to-wit: (a) the Owner, or its successors or assigns; and (b) every other person or entity who becomes a record owner of a fee or undivided fee interest in any Lot which is located within the "Property".
4. " Dwelling Unit" shall mean and refer to each single family structure constructed on any Lot for residential use.
5. "Corporation" shall mean that certain Nebraska non-profit corporation known as Northridge Heights Homeowners Association.
6. "Covenants" shall mean the Protective Covenants filed against the Property with the Register of Deeds of Lancaster County, Nebraska, as the same may be amended from time to time, which designates a Lot Owner (as defined in such Covenants) as a Member of the Corporation.

### **Article II Members**

1. Class of Members: The Corporation shall have one (1) class of Member. The designation of such class and qualifications and rights of Member of stated class shall be as follows:
  - A. **Members shall include only the Owner(s), or their successors or assigns, who shall be entitled to 1 vote for each Lot owned by the Owner(s).**
2. Suspension of Membership: The Board of Directors, by affirmative vote of one-half of all Members of the Board, may suspend a Member for cause after an appropriate hearing and may, by a majority vote of the Board of Directors at any regularly constituted meeting, suspend the Membership of any member who shall be in default in the payments of any annual or special assessment. Membership shall be restored upon satisfactory resolution of the cause for the suspension, as determined by the Board of Directors.
3. Transfer of Membership: Membership in the Corporation is not transferable or assignable; Membership shall be appurtenant to and may not be separated from the ownership of any Lot, and ownership of such Lot shall be the sole qualification for Membership.

### **Article III**

### **Meeting of Members**

1. **Annual Meeting:** An annual meeting of the Members of the Corporation shall be held once a year, for the purpose of electing Directors and for the Transactions of such other business as may come before the meeting. The regular annual meeting of the NRHHA shall be held at a designated and publicized location, in January of each year. The date shall not be a legal holiday in the State of Nebraska. If the election of Directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.
2. **Quarterly meetings.** Regular quarterly meetings of the NRHHA shall be held in the months of January, April, July, and October at a designated and publicized location. The date shall not be a legal holiday in the State of Nebraska. The annual meeting, held in January, shall also constitute a quarterly meeting.
3. **Special Meetings:** Special meetings of the members may be called by the President, the Board of Directors, or by written petition of not less than   10 percent    of the Members having voting rights.
4. **Place of Meeting:** The Board of Directors may designate any place, within the City limits of Lincoln, Nebraska, as the place of meeting for any annual, quarterly, or special meeting.
5. **Notice of Meetings:** Written or printed notices stating the place, day and hour of any meeting of Members shall be delivered, either personally or by mail, to each member address entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by the statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of Corporation, with postage thereon prepaid.
6. **Informal Action by Members:** Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.
7. **Quorum:** Ten percent of the Association Members with voting rights shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting without further notice.
8. **Proxies:** At any meeting of the Members, a Member entitled to Vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Persons voting proxy shall present them to the Secretary prior to the conduct of business.

9. Voting by Mail: Where Directors or officers are to be elected by Member, such election may be conducted by mail in such manner as the Board of Directors shall determine.

#### **Article IV**

##### **Board of Directors**

1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of the State of Nebraska.
2. Duties: The duties of the Board of Directors shall be to see that the Covenants are complied with by the Members, that the Association, its Board, and its members are continuously, and adequately, insured against liability, and to provide for the maintenance, operation, repair, and management of, and to cause the Corporation to pay for the expenses of the Commons and the Commons Areas, as identified in the Covenants and By-Laws, in a manner consistent with the overall welfare of the Property, and to perform such other duties specifically stated in said Covenants or By-Laws.
3. ~~Number, Term, and Qualifications~~: The number of Directors shall be five. Each director shall hold office for an initial one (1) year term, or until his or her successor shall have been elected and qualified.
4. Regular Meetings: A regular annual meeting of the Board of Directors shall be held without any notice other than these By-Laws. The Board of Directors may provide by resolution the time and place, within the City of Lincoln, Nebraska, for holding of additional regular meetings of the Board without any notice other than such resolution.
5. Special Meetings: Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the City of Lincoln, Nebraska, as the place for holding any such special meeting of the Board called by them.
6. Notice: Notice of any special meeting of the Board shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive written notice of any meeting if personally contacted by other means. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless specifically required by law or by these By-Laws.
7. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.
8. Manner of Acting: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.
9. Compensation: Directors as such shall not receive any salaries for their services, but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

10. ~~Vacancies:~~ Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
11. Informal Action by Directors: Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

#### **Article V Officers**

1. Officers: The officers of the Corporation shall be members of the Board of Directors and shall be a President, a Vice President, a Secretary, a Treasurer, and a Member at-large.
2. Election and Term of Office: ~~The officers of the Corporation shall be elected~~ annually by the Members at the regular annual meeting of the Corporation. If election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office for one year, or until his or her successor shall have been duly elected and qualified.
3. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Members whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board or Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.
6. Vice President: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

7. **Secretary:** The Secretary shall keep the minutes of the meetings of the Members, see that all notices are duly given in accordance with provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.
8. **Treasurer:** The Treasurer shall have responsibility for Association funds and securities and shall be responsible for keeping or causing to be kept by an accounting agency full and accurate accounts of all receipts and disbursements in books belonging to the Association. He or she shall be responsible for ensuring the timely deposit of all monies and other valuable effects in the name, and to the credit, of the Association in such depositories as may be designated by the Board of Directors or Members. If an accounting agency is not utilized to perform the above duties for the full fiscal year, he or she shall cause an annual audit of the Association books to be made by a public accountant at the completion of the fiscal year. ; He or she shall prepare an annual budget to be presented to the membership at its regular annual meeting, and provide a statement of income and expenditures to be presented to the membership at its regular quarterly meetings. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or Members. The Treasurer shall have responsibility for filing, or causing to be filed, all required tax returns or other instruments with the appropriate agencies.
9. **Member-at-large:** The Member-at-large shall perform duties as shall be assigned to them by the Board of Directors or Members.

**Article VI  
Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time.

**Article VII  
Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

**Article VIII  
Assessments**

1. In addition to the annual assessment (dues) described in the Covenants, and upon a two-thirds vote at any duly called meeting of the Members, the membership may determine, levy, and/or assess a general special assessment payable to the Association for any lawful purpose, including but not limited to capital improvements of the commons areas, provided, however that such general special assessment shall be levied and assessed equally against each Lot, and provided that such general special assessment shall be payable by each Member to the Association on identical terms and conditions.

#### **Article IX**

##### **Amendments to By-Laws**

These By-Laws may be amended at any regular or special meeting by a two-thirds vote of the Members. <sup>at the meeting</sup> Notice of the proposed amendment shall be contained in the notice of the meeting.