



GLENBROOK HOMES ASSOCIATION

BY LAWS OF THE CORPORATION

AS AMENDED JANUARY 27, 1990

**BYLAWS
OF
GLENBROOK HOMES ASSOCIATION
(as Amended January 27, 1990)**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Glenbrook Homes Association hereinafter referred to as the "Association." The principal Office of the corporation shall be located at 7901 Vane Street, Omaha, Nebraska, but meetings of members and directors may be held at such places within the State of Nebraska, County of Douglas, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to GLENBROOK HOMES ASSOCIATION, a Nebraska nonprofit corporation, its successors and assigns, said Association being the identical Association serving Glenbrook and Woodgate, subdivisions in Douglas County, Nebraska.

Section 2. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to all or any part, parcel or portion of a platted lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 3. "Properties" shall mean and refer to that certain real property described in the Second Amended Declarations of Woodgate and Glenbrook, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. "Common Area" shall mean all real property owned or leased by the Association for the common use and enjoyment of the owners and/or members of the Association.

Section 5. "Lot" shall mean and refer to any part, parcel or portion of a platted lot within the properties (except the common area) upon which a dwelling unit is or shall be constructed as currently approved.

Section 6. "Improved Lot" shall mean and refer to any lot on the properties exclusive of the common areas upon which shall be erected a dwelling, the construction of which shall be at least eighty percent (80%) complete according to the plans and specifications for construction of said dwelling. All other lots, exclusive of the common area, which shall be vacant or upon which shall be erected a dwelling, the construction of which shall be less than eighty percent (80%) complete according to the plans and specifications for construction of said dwelling, shall be defined and referred to herein as "unimproved lots."

Section 7. "Member" shall mean and refer to every owner.

Section 8. "Voting Member" shall mean any member whose assessments are paid in full.

Section 9. "Declaration" shall mean the current Declaration of Covenants, conditions and Restrictions covering lots in the Woodgate or Glenbrook Subdivisions of Omaha, Douglas County, Nebraska.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of members shall be held during the month of January of each year at such time and place as the Board of Directors shall determine. The purpose of the annual meeting of members is to elect directors and to transact such other business pertaining to the association.

Section 2. Special Meetings. Special membership meetings may be called by the president, by a majority of the directors, or by the written order of fifteen percent (15%) of the voting members. The purpose of each special meeting shall be stated in the Notice of Meeting and may only include purposes which are lawful for members to consider.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice shall be given by or at the direction of the president or secretary of the Association or the persons calling the meeting to each member of record. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Section 4. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A quorum shall consist of at least fifteen percent (15%) of members, but a lesser number may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present or represented. The vote of a majority of members present at any meeting at which there is a quorum shall be required to constitute an action by the members, unless otherwise provided by the Declaration or Articles.

Section 6. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy. Every proxy shall be in writing and shall be signed by the member or otherwise duly authorized attorney-in-fact. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these bylaws, and the Nebraska Nonprofit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors.

Section 2. Number and Qualification. The affairs of this Association shall be managed by a board of six (6) directors, who must be members of the Association. At least one-third (1/3) of the directors shall be record owners of property in Glenbrook. At least one-third (1/3) of the Directors shall be record Owners of property in Woodgate. The number of directors may be increased by any multiple of three by amendment of these bylaws. A member is qualified to stand for election to the Board of Directors only if the member is current with all Homes Association assessments.

Section 3. Term of Office. At each annual meeting the voting members shall elect one-third (1/3) of the entire Board for a term of three (3) years or until their successors have been elected and qualified.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even though it is less than a quorum of the Board of Directors, unless otherwise Provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the members, at which time a successor shall be elected by the Members to serve any remaining un-expired term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting of members or at a special meeting of members called for that purpose.

Section 5. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association.

Section 6. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from November 1 until October 31 of the following year. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine but not less than the number of vacancies that are to be filled. Each Nominee shall appear on the ballot for each vacancy that a member from that Nominee's subdivision is eligible to fill.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Upon tabulation of the votes the Nominee or Nominees receiving the most votes to fill any vacancy or vacancies reserved to members of Glenbrook shall be elected and the Nominee or Nominees receiving the most votes to fill any vacancy or vacancies reserved for members of Woodgate shall be elected. The Nominee or Nominees receiving the next highest number of votes to fill any vacancy shall be elected to fill vacancies open to all members. Cumulative voting is not permitted.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be open to all members. Notice of the date, time and place of all regular meetings of the Board of Directors shall be given no less than five (5) days prior to the meeting date by posting said notice at the principal office of the Association or at such other place as the Board of Directors shall designate for the posting of notices.

Section 2. Executive Session. The Board at its discretion, may adjourn to closed executive sessions for the purpose of:

- A. Protecting the members' interest.
- B. To prevent needless injury to the reputation of an individual.

A vote to meet in closed session shall be taken in open session.

The vote of each director, and the time when the closed session began and ended will be recorded in the minutes.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the president of the Association, or by any two directors.

Section 4. Notice and Waiver. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail or by electronic mail, to each director at his or her last known address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid. Any director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing, which sets forth the action so taken, is signed by all of the directors and is filed in the minutes of the Association. Such consent shall have the same effect as a unanimous vote.

Section 6. Quorum and Voting. A majority of directors in office shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting in which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those directors present may adjourn the meeting from time to time without notice until a quorum is present.

Section 7. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting because of an asserted conflict of interest.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have power to exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.

Section 2. Specific Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(c) declare the office of a member of the Board of Directors to be vacant in the event that such director shall be absent from three (3) consecutive regular meetings of the Board of Directors without just cause;

(d) remove a director who shall become more than sixty (60) days delinquent in payment of any Homes Association assessments;

(e) employ a manager, an independent contractor, or such other employees as may be deemed necessary, and to prescribe their duties;

(f) cause an audit of the Association books by a public accountant.

Section 3. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a report thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members entitled to vote;

(b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

(c) designate and maintain a registered office and a registered agent as required under the Nebraska Nonprofit Corporation Act;

(d) as more fully provided in the Declaration:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment to every owner subject thereto within thirty (30) days after the date on which the Board of Directors approves said assessment.

(3) begin collection action against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

(e) issue, or cause an appropriate officer to 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 for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates shall be conclusive evidence of such payment;

(f) procure and maintain adequate liability and hazard insurance on property owned or leased by the Association;

(g) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(h) cause the common areas and the non-dedicated streets and Association facilities and properties to be maintained.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of this Association shall be a president, vice president, secretary and treasurer, each of whom shall be elected from the Board of Directors by the Board of Directors. Additional vice presidents and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Directors from time to time. The officers of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created by the Board. A failure to elect a president, vice president, secretary or treasurer shall not affect the existence of the Association.

Section 2. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors at its first meeting after each annual meeting of members. Each officer shall hold office until a successor shall have been duly elected and qualified, or until death, or until resignation or removal in the manner herein provided.

Section 3. Removal. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interest of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Directors for the un-expired terms of such offices.

Section 5. Duties. The officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors. The specific duties of the officers are as follows:

President

(a) The president shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and of the members; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, liens, deeds, release of liens and other written instruments and shall co-sign all checks and promissory notes and may cause an audit of Association books.

Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of the president's absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required by the president or by the Board.

Secretary

(c) The secretary shall record all votes taken by the members and by the Board of Directors; shall take and file in the Association minute book the minutes and resolutions of all meetings of the Board; shall file at the registered office with the registered agent a copy of each meeting's minutes and resolutions and all original contracts and official documents of the Association; shall keep the corporate seal of the Association and affix it on all papers requiring said seal; shall serve notice of meetings of the Board and of the members; shall keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; shall keep proper books of account; may cause an annual audit of the Association books to be made by public accountant at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting and deliver a copy of each to the members; shall prepare or cause to have prepared and filed all necessary federal and state governmental forms, including but not limited to tax forms; and shall make available to the Board of Directors a monthly listing of accounts receivable.

**ARTICLE IX
COMMITTEES**

Section 1. Standing Committees. The Board of Directors shall appoint an Architectural Review Committee, a Nominating Committee as provided in these bylaws, and a Townhome Refinishing and Repair Committee.

Section 2. Other Committees. The Board of Directors may appoint such other committees as it deems necessary and may grant to each committee such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

**ARTICLE X
BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of incorporation and the Bylaws of the Association shall be available for inspection by any member at the registered office of the Association, where copies may be Purchased at reasonable cost.

ARTICLE XI ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid within thirty (30) days after the date they become due shall be delinquent and a late fee will be charged. All delinquent assessments shall bear interest from the date of the delinquency at the rate of six percent (6%) per annum. The Association may bring an action at law against the owner personally obligated to pay any assessment or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common areas or abandonment of his or her lot.

ARTICLE XII FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XIII CORPORATE SEAL

The Association shall have a seal in circular form and shall contain the name of the corporation and the words "Corporate Seal."

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Nebraska Business Corporation Act and the Nebraska Nonprofit Corporation Act.

ARTICLE XV AUTHORITY GOVERNING PROCEEDINGS

Except where inconsistent with these Bylaws, Robert's Rules of Order Newly Revised shall provide standards for the conduct of Association meetings.

ARTICLE XVI AMENDMENTS

Section 1. Amendments. These bylaws may be amended at a regular or special meeting of the members, by a majority vote of those members eligible to vote at said meeting. A copy of each amendment to these Bylaws, certified by the Secretary of the Association, shall be filed for record in the Public Records of Douglas County, Nebraska. Furthermore, if the Articles of Incorporation of the Association are amended, a copy of the amendment, certified by the Secretary of State of Nebraska, shall be filed. for record in the Public Records of Douglas County, Nebraska.

Section 2. Control. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.