

**WILDERNESS HILLS HOMEOWNERS ASSOCIATION**  
**2005 BYLAWS**

**ARTICLE I.**  
**OFFICES**

**SECTION 1. OFFICES.** The Corporation may have such offices as the Board of Directors may designate or as may from time to time be necessary or convenient for the conduct of its affairs.

**SECTION 2. REGISTERED OFFICE.** The registered office of the Corporation required by the Nebraska Non-profit Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office of the Corporation in the State of Nebraska. The registered office of the Corporation and the registered agent of the Corporation, or both, may be changed from time to time by the Board of Directors.

**SECTION 3. NAME.** The corporation shall be known as WILDERNESS HILLS HOMEOWNERS ASSOCIATION, a Nebraska non-profit corporation.

**ARTICLE II.**  
**MEMBERS**

**SECTION 1. MEMBERS.** Every person/entity who is a title-holder of a fee or who becomes a title holder of a fee or undivided fee interest in a lot in Wilderness Hills Addition Lincoln, Lancaster County, Nebraska shall be a Member of the Corporation. As a Member such person/entity accepts the responsibilities for Membership as established by the Board of Directors and submits such qualifying fee title to these Bylaws and the Declaration of Restrictive Covenants filed July 20th, 2005 as Instrument No. 2005-040888 with the Register of Deeds of Lancaster County, Nebraska, or any future amendments to said Covenants or these Bylaws. Once a lot has been submitted to these Bylaws and said Protective Covenants, such property shall remain so subject in perpetuity and the fee title holder of such property shall be a Member of the

Corporation. Membership shall be appurtenant to the property subject to these Bylaws and said Restrictive Covenants and may not be separated from fee title ownership of such property. Notwithstanding the aforementioned the Class B member, as defined in the Declaration of Restrictive Covenants, shall not be required to pay dues or any other assessments.

**SECTION 2. MEETINGS.** An Annual Meeting of the Members shall be held at 645 M St #200., Lincoln, Nebraska 68508 on the first Monday of October of each year, or at such other place as may be determined by the Board of Directors, for the purpose of electing directors of the Corporation as provided in these Bylaws, approving the Annual Budget and Annual Assessment and for the transaction of such other business as may properly come before the meeting. Special meetings of the Members may be called by the President, by any three (3) Members of the Board of Directors or by 25% of the Members and shall be held at such time and place as may be determined by the person or persons calling the meeting.

**SECTION 3. VOTING.** Each Member in good standing, as defined herein, of the Corporation shall be entitled to all the rights of Membership and to one vote for each lot in which the interest requisite for membership is held. However, no more than one (1) vote shall be cast with respect to any lot.

**SECTION 4. QUORUM.** Members holding 25% of the votes of the Members of the Corporation shall constitute a quorum for the transaction of any business at any meeting of the Members; but if less than such number of Members are present they may adjourn the meeting from time to time without further notice until a quorum is present.

**SECTION 5. NOTICES.** Written or printed notice stating the place, day and hour of the Annual Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 50 days before the date of the Annual or a special Meeting of the Members, either personally, by mail or by email by or at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

**SECTION 6. PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP.**

Each Member in good standing of the Corporation shall have the right to use and enjoy all properties owned by the Corporation, subject to conditions or limitations set forth in these Bylaws or the Restrictive Covenants or any amendments thereof, and shall have an easement upon the properties for the use thereof, which shall be appurtenant to the interest requisite for Membership.

Each Member of the Corporation, by the acceptance of a deed or other instrument by which the interest requisite for Membership is acquired, shall be deemed to covenant to maintain the properties owned by the Corporation, which covenant by the Members shall be satisfied by the payment of annual and special assessments for the administration, maintenance or improvements of the properties. Annual and special assessments shall be uniform as to each lot with Membership rights. Each assessment shall be the personal obligation of the Member who is, or was, the titleholder of the lot assessed at the time of the assessment, and shall bear interest at the highest legal rate of interest per annum from its due date until paid, and when shown of record in the Register of Deeds of Lancaster County, Nebraska, shall be a lien upon the lot and living unit assessed. Such notice of lien shall be in recordable form and shall specify (i) the amount of such lien, (ii) the unpaid fees and charges giving rise to such lien (iii) the name of the member whose unpaid assessment and/or other charges gives rise to such lien (iv) the legal description of the Lot encumbered by such lien. Upon collection of all of the sums giving rise to such lien including interest, costs of collection, attorney fees and the filing fee for the notice of and release of lien the Corporation shall cause to be recorded in the office of the Register of Deeds of Lancaster County, Nebraska, a notice of the satisfaction and release of such lien. Except as provided by the laws of the State of Nebraska with respect to general real estate taxes and special assessments, said lien for assessments and other charges of the Corporation from and after the recording of notice thereof shall be senior, prior and superior to any other lien which is recorded subsequent to the recording of said notice. Said lien, however, shall be subordinate to any bona fide purchase money mortgage. In addition to any other remedies available to the

Corporation under the laws of the State of Nebraska for the collection of the amounts giving rise to and secured by said lien, the Corporation shall be entitled to enforce said lien in the appropriate Court of the State of Nebraska in the manner provided by law for the enforcement or satisfaction of mortgages on real estate.

In addition, the Corporation may suspend the use and enjoyment of corporate property, including but not limited all common areas, by a Member for any period during which an assessment remains unpaid after its due date and for a period not to exceed 120 days for any infraction of the published rules and regulations governing the use of the properties and of the Restrictive Covenants of the Association. The commencement date of the suspension shall be determined by the Board of Directors. The suspension shall be binding not only on the Member but on the Member's family, guests, tenants and invitees. A Member shall be considered to be not in good standing if he or she is delinquent in the payment of an assessment or other monetary requirement or is under suspension as a result of an infraction of the published Rules and Regulations or the Restrictive Covenants. Members are responsible for the actions of their guests, tenants and invitees.

Each Member shall agree to abide by the rules and regulations of the Corporation as to the maintenance and safety of the properties and structures upon the property of the Corporation, and the payment of annual and special assessments. Each Member agrees that the obligation to pay assessments is independent and separate from any other covenants, conditions or restrictions.

The properties of the Corporation shall be for the exclusive use of the Members, their families and guests except as otherwise provided herein or in the Restrictive Covenants. The Corporation shall have the right to limit the number of guests of Members and to adopt reasonable regulations applicable to use by guests. Any Member may delegate his or her right of enjoyment and use of the properties to the Member's tenant residing in the living unit or to a contract purchaser residing in the living unit, provided that the Member shall not be entitled to such use during the period of such delegation. Such delegation or the revocation thereof shall only be effective upon written notice to the corporate Secretary.

The right to the use and enjoyment of the corporate properties shall be suspended during such period as a Lot or any dwelling unit or other structure is not in compliance with the

Covenants, these Bylaws or Rules and Regulations.

**SECTION 8. MEMBERSHIP RECORDS.** The Corporation shall maintain a written record of Memberships in the Corporation in such form as the Board of Directors may prescribe from time to time, and only Members of record shall be entitled to be recognized as Members of the Corporation. Members shall be responsible for providing written notice to the Secretary of the Corporation of said Members address or any change of address. The Corporation may, in the discretion of the Board of Directors, issue certificates or other documents evidencing Membership in the Corporation. The Board of Directors shall keep, at the registered office of the Corporation, a current set of rules and regulations of the Corporation, and shall, in even numbered years, publish and distribute a copy thereof to each Member. The checking account for the Association will be maintained at Lincoln Federal Savings Bank of Nebraska until the last lot is sold in the development. All checks issued require the signature of two of the officers of the Association.

**SECTION 9. VOTING RIGHTS.** The Members of the Corporation shall have the affirmative right to decide the following issues by 51% of the Members entitled to vote and present in person at an Annual Meeting of the Members or at a special meeting of the Members, if notice of the special condition or action is contained in the Notice of Special Meeting.

- A. Any expenditure including capital improvements to the Corporation property totaling more than \$2,500.00, unless said expenditure is the replacement or repair of property or equipment presently in place on the Commons which is needed for continuing maintenance thereof. Capital improvement shall be defined as any structure erected as a permanent improvement to the Commons or any improvement made to extend the useful life of the Commons or to add to the value of the property.
- B. Amending these Bylaws as provided in Article VII herein.
- C. Any special assessment other than an annual assessment.

Except as set forth above, the Members shall, by majority vote of those present at each Annual Meeting, approve the annual budget for the Corporation, including annual assessments, elect directors, and transact such other business as may properly come before the Meeting. The

Members may, at any special meeting of the Members, properly convened, agree to a change in the budget by a majority of the Members present and voting. No Member who has not paid all assessments when due or who is otherwise not in good standing as defined herein shall vote on any matter concerning the Corporation.

### **ARTICLE III. GENERAL POWERS**

**SECTION 1. GENERAL POWERS.** The affairs of the Corporation, including without limitation, enforcing these Bylaws, the Restrictive Covenants and any Rules and Regulations shall be managed by the Board of Directors. The Board of Directors shall have power to approve and enforce rules and regulations from time to time pertaining to the use, occupancy and safety of all Lots within the Subdivision and all Commons so long as such regulations do not conflict with the Restrictive Covenants or Bylaws. Each Member shall be bound by these regulations. A current copy of said rules and regulations shall be kept on file with the Corporation and distributed to Members as set forth in Article II, Section 8 of these Bylaws.

**SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.** The initial directors of the Corporation shall be the persons currently serving as such at the time of the approval of the Bylaws. Thereafter, the Board of Directors shall consist of at least three (3) persons who are Members in good standing of the Corporation. Directors shall be elected on a staggered basis as determined by the Board of Directors. Committee chairs, who are not directors, shall be ex-officio Members of the Board of Directors, without vote. Each Member of the Board of Directors shall serve for three (3) years, or until his or her successor is elected, appointed and qualified.

**SECTION 3. VACANCIES.** Any vacancy occurring other than by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected or appointed to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 4. MEETINGS.** An annual meeting of the Board of Directors shall be held

within 14 days following each annual meeting of the Members at a place directed by the President. The Board of Directors may also hold regular monthly meetings on dates, time and place as determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or any two directors. The person or persons calling a special meeting of the Board of Directors may designate any place as the place for such special meeting.

**SECTION 5. NOTICE.** Notice of the time and place of an annual meeting of the Board of Directors shall be given by the Secretary of the Corporation at least five days before the date of such meeting. Notice of the time and place of a special meeting of the Board of Directors shall be given by or at the direction of the person or persons calling such special meeting at least three days prior to such special meeting by written notice delivered personally or mailed to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his/her address, with postage thereon prepaid. Any Director by a signed writing may waive notice of any meeting either before or after such meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

**SECTION 6. QUORUM.** A majority of the number of directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

**SECTION 7. MANNER OF ACTING.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION 8. PRESUMPTION OF ASSENT.** A director of the Corporation 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 his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person

acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**SECTION 9. COMMITTEES OF THE BOARD OF DIRECTORS.** The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees of the Board of Directors each of which shall have as a Member one or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The Board may create an executive committee with such powers and responsibilities as the Board may determine.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

**SECTION 10. INFORMAL ACTION BY DIRECTORS.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the Members of the Board of Directors or of such committee, as the case may be, entitled to vote with respect to the subject matter thereof.

**SECTION 11. INTEREST OF DIRECTORS IN TRANSACTIONS.** In the absence of fraud, no contract or other transaction between the Corporation and any other person, corporation, firm, syndicate, association, trust, partnership or joint venture shall be solely or partially invalidated or otherwise affected by reason of the fact that one or more of the directors of the Corporation are or become directors or officers of such other corporation, firm, syndicate or association, or trustees of such trust, or Members of such partnership or joint venture, or are pecuniarily or otherwise interested in such contract or transaction; provided, that the fact such director or directors of the Corporation are so situated or so interested or both, shall be disclosed or shall have been known to the Board of Directors of the Corporation. Any director of the Corporation who is also a director or officer of such other corporation, firm, syndicate or association, or a trustee of such trust, or a Member of such partnership or joint venture, or



pecuniarily or otherwise interested in such contract or transaction, may be counted for the purpose of determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction; and, in the absence of fraud and as long as he/she acts in good faith, any such director may vote to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation, firm, syndicate or association, or a trustee of such trust, or a Member of such partnership or joint venture, or pecuniarily or otherwise interested in such contract or transaction.

Under no circumstances, however, shall any of the Corporation's net earnings inure to the benefit of any person, including a Member of the Board of Directors, having a personal or private interest in the activities of the Corporation.

**SECTION 12. REFERENDUM BY MEMBERSHIP.** The membership of the corporation shall at all times have the right to a referendum election to reverse any action by the Board of Directors. Such rights shall be exercised in the following manner: Interested Members shall present to the corporation within 30 days of the action of the Board of Directors a petition bearing the signatures of not less than 50 % of the Members in good standing or Members entitled to at least 50% of the vote, as shown from the books of the corporation, setting forth the issues to be referred to the membership. A special meeting of the membership shall then be called for an election upon such referred issue; at such election, the affirmative vote of 51 % of the Members in good standing voting at said election shall be required to reverse or override the action of the Directors which is the issue of such election.

**SECTION 13. REMOVAL OF DIRECTORS.** Directors shall be removed by any of the following methods:

- a. A Director may be recalled by a 51% vote of the voting members in good standing casting ballots at a meeting called for such purpose, upon a petition for such meeting bearing the signatures of 25% of the Members in good standing as shown by the books of the corporation or by Members entitled to at least 50% of the vote.
- b. A Director shall automatically be removed upon failing to attend any four consecutive monthly meetings of the Board without medical cause.

- c. Removal shall be automatic upon a Director's failure to maintain membership in good standing.

**ARTICLE IV.  
OFFICERS, AGENTS AND EMPLOYEES**

**SECTION 1. NUMBER.** The officers of the Corporation shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by majority vote of the Directors present at their annual Board meeting. All of the officers shall be Members in good standing of the Corporation. The Secretary and Treasurer need not be members of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors who shall have such duties as may be assigned to him/her from time to time by the Board of Directors.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The officers of the Corporation shall be elected by the Directors at the Board's annual meeting. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of at least one year and until the end of the meeting at which his/her successor shall have been elected and qualified or until his/her earlier resignation or removal in the manner provided in these Bylaws.

**SECTION 3. REMOVAL.** Any Member elected or appointed as an officer may be removed by the Board of Directors or by the Members whenever it is in the best interests of the Corporation. Any officer may be removed by a two-thirds vote of the Board of Directors or by 51% of the Members entitled to vote and present at a regularly scheduled annual, regular or specially called meeting of either the Members or the Board of Directors.

**SECTION 4. VACANCIES.** A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

**SECTION 5. SCOPE OF DUTIES.** Subject to the control of the Board of Directors, the officers of the Corporation shall have the powers and rights and be charged with the duties

and obligations usually vested in or appurtenant to their respective offices or which are from time to time assigned to them by the Board of Directors. In even numbered years , the Board may have an audit performed by an independent source on the financial condition of the Corporation.

**SECTION 6. AGENTS AND EMPLOYEES.** The officers of the Corporation may from time to time appoint, discharge, engage and remove such additional agents and employees as such officers may find to be appropriate, convenient or necessary for the proper conduct of the affairs of the Corporation.

#### **ARTICLE V. SEAL**

The Corporation may have a corporate seal which shall be circular in form and shall have inscribed thereon , the State of it's incorporation and the words, "Corporate Seal".

#### **ARTICLE VI. CHARGES AND LIENS**

**SECTION 1. FISCAL YEAR.** The fiscal year of the Corporation shall commence on the first day of October of each year and end on the last day of September of the succeeding year.

**SECTION 2. MEMBERSHIP CHARGES.** The Board of Directors shall, at least sixty (60) days prior to the Annual Meeting of the Members, set the annual budget and annual assessment to be paid by each Member. Such annual budget and annual assessment shall be subject to amendment and approval by the Members at their Annual Meeting. If an annual assessment is not approved the previous years assessment shall continue until a new assessment is approved. Notice of said assessment shall be sent by United States mail, postage prepaid, and shall be delivered in accordance with Article II, Section 5 of these Bylaws. Each Member owning each such Lot shall pay such assessment by the due date as determined by the Board of Directors and specified on the invoice. Such assessment shall constitute a personal obligation and debt to the Corporation from the Member involved, and such obligation and debt shall be

enforced and collected by the Corporation by a suit at law against such Member, in addition to and not to the exclusion of any other remedy or means of collection that may be available to the Corporation under these Bylaws, the Protective Covenants or otherwise. Notwithstanding the aforementioned the Class B member, as defined in the Declaration of Restrictive Covenants, shall not be required to pay dues or any other assessments.

**SECTION 3. LIEN FOR MEMBERSHIP CHARGES.** A failure on the part of any Member to pay an assessment as required by these Bylaws, or by the Restrictive Covenants referred to in Article II, Section 1 above or any amendments shall entitle the Corporation to the rights and remedies as set out in these Bylaws and the Restrictive Covenants.

#### **ARTICLE VII. AMENDMENTS**

These Bylaws may be amended, altered, or repealed by the membership of the Corporation at any Annual Meeting or special meeting called for that purpose. An affirmative vote of 51% of those Members who are entitled to vote shall be required at such meeting. In the event the meeting is called for the purposes herein stated, notice of such meeting shall be the same as that required for the Annual Meeting. A copy of the proposed amendment and a ballot shall be mailed with the notice. The ballots returned by mail to a director, at or prior to the meeting, shall be taken into account, together with the votes of those present to determine whether an affirmative vote of those voting has been cast.

#### **ARTICLE VIII. INDEMNIFICATION**

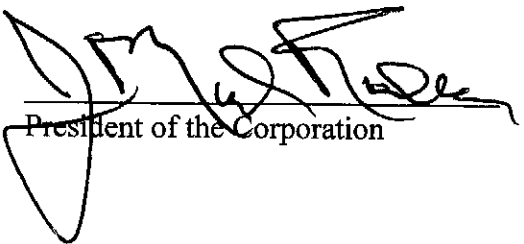
The Directors shall not be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Members shall indemnify and hold harmless each Director against all contractual liability to others arising out of contracts made by the Directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of these By-Laws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of

the Association. Every agreement made by the Directors or by the managing agent or by the manager on behalf of the Association shall provide that the Directors or the managing agent, or the manager, as the case may be, are acting only as agents for the Association and shall have no personal liability thereunder.

**ARTICLE IX.**

"Robert's Rules of Order" will govern all Membership and Board of Director meetings and such meetings shall be conducted in accordance therewith.

**DATED** this 29th day of June, 2005.

  
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President of the Corporation