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*Sherry Nolte*  
REGISTER OF DEEDS

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**BYLAWS**  
**OF**  
**SOUTHCREST HILLS HOMEOWNERS**  
**ASSOCIATION, INC.**

**Article I**  
**Offices**

The principal office of the Southcrest Hills Homeowners Association, Inc., hereinafter "Corporation," shall be located in the City of Springfield, County of Sarpy, Nebraska. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Nebraska Nonprofit Corporation Act to be maintained in the State of Nebraska may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II**  
**Board of Directors**

Section 1. **Initial Number and Qualification.** The initial Board of Directors shall consist of those individuals designated in the Articles of Incorporation of the Corporation.

Section 2. **Number and Qualification After Annual Election.** After the first election, the Board of Directors shall be composed of not fewer than five (5) nor more than nine (9) directors.

Section 3. **Powers and Duties.** The Board of Directors shall have the powers conferred upon not for profit corporations by the Nebraska Nonprofit Corporation Act, and all powers and duties necessary and appropriate to accomplish the purposes and administer the affairs of the Corporation. The powers and duties to be exercised by the Board of Directors, and upon authorization of the Board of Directors by the Officers, may include but shall not be limited to, the following:

- (a) The development, operation and administration of the Corporation.
- (b) The expenditure, commitment and payment of Corporation funds to accomplish the purposes of the Corporation including, but not limited to, purchase of insurance covering any property damage and casualty, and purchase of liability insurance coverages for the Corporation and the Board of Directors.
- (d) The exercise of all of the powers and privileges and performance of all of the duties and obligations of the Corporation as set forth in the Bylaws, as the same may be amended from time to time.

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Springfield NE 68059

- (e) The acquisition by purchase or otherwise, holding, or disposition of any right, title or interest in real or personal property, wherever located, in connection with the affairs of the Corporation.
- (f) The deposit, investment and reinvestment of Corporation funds in bank accounts, securities, money market funds or accounts, mutual funds, pooled funds, certificates of deposit or the like.
- (g) The employment of professionals and consultants to advise and assist the Officers and Board of Directors in the performance of their duties and responsibilities for the Corporation.
- (h) General administration and management of the Corporation, and execution of such documents and doing and performance of such acts as may be necessary or appropriate to accomplish such administration and management.
- (I) The doing and performing of such acts, and the execution of such instruments and documents, as may be necessary or appropriate to accomplish the purposes of the Corporation.

Section 4. **Election and Term of Office.** Commencing with the first annual meeting of the Corporation, and at each annual election thereafter, the individuals entitled to vote shall elect Directors to replace the total number of Directors whose terms are then expiring.

Section 5. **Vacancies.** Vacancies in the Board of Directors caused by any reason, shall be filled by a vote of a majority of the remaining Directors at a special meeting held for that purpose, even though the Directors present at such meeting may constitute less than a quorum. Each person so elected shall be a Director for the remainder of the term of the Director so removed and until a successor shall be elected at an annual meeting.

Section 6. **Annual Meeting.** The annual meeting of the Board of Directors shall be held on the second Thursday in September of each year, at such time and place as shall be fixed by the members at the meeting. No notice shall be necessary to the newly elected Board of Directors in order to legally constitute such meeting, provided a majority of the whole Board of Directors, shall be present at such meeting.

Section 7. **Regular Meetings.** Regular meetings of the Board of directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least one such meeting shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director at least three (3) business days prior to the day named for such meeting unless notice is otherwise waived.

Section 8. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman on three business days' notice to each Director, given by mail, which notice shall state the time, place and purpose of the meeting.

Section 9. **Waiver of Notice and Consents in Lieu of Meetings.** Any Director may, at any time, waive notice of any meeting of the Board of Directors in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall constitute 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. Business may be transacted and approved by the Board of Directors in the form of a written consent in lieu of a regular or special meeting provided all of the Directors shall have executed such written consent.

Section 10. **Quorum of Board of Directors.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called, may be transacted without further notice.

Section 11. **Order of Business.** The order of business at all meetings of the Board of Directors shall be as follows:

- (a) Roll call;
- (b) Proof of notice of meeting;
- (c) Reading of minutes of preceding meeting;
- (d) Reports of officers;
- (e) Report of Board of Directors;
- (f) Election of members of the Board of Directors (when so required);
- (g) Unfinished business; and
- (h) New business.

Section 12. **Fidelity Bonds.** The Board of Directors may obtain fidelity bonds for all officers and employees of the Corporation handling or responsible for Corporation funds. The premiums for such bonds shall constitute a common expense.

Section 13. **Compensation.** No Director shall receive any compensation for acting as such; provided, however, the Directors may be reimbursed for any reasonable expenses incurred on behalf of the Corporation at the direction of the Board.

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Section 14. **Liability of the Board of Directors.** The Directors shall not be liable for any mistake of judgment, or otherwise, except for their own individual willful misconduct. The Corporation shall, to the extent permitted by the Nebraska Nonprofit Corporation Act, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, the indemnification provided for in this Section shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any Bylaw of this Corporation, agreement, vote or consent of disinterested Directors or otherwise. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation. Agreements made by the Board of Directors or by the officers on behalf of the Corporation may provide that the Directors or the managing agent, or officers, as the case may be, are acting only as agents for the Corporation and shall have no personal liability thereunder.

**Article III  
Members**

Section 1. **Members.** Members shall not be required except as otherwise approved by the Board of Directors.

Section 2. **Quorum.** At all meetings of the Members, the presence of ten percent (10.0%) of the Members shall constitute a quorum. The quorum necessary to elect the Board of Directors shall be ten percent (10.0%) of the Members. The Board of Directors shall be elected by a majority of the present quorum.

**Article IV  
Officers**

Section 1. **Designation.** The principal officers of the Corporation shall be the President, the Chief Operating Officer, Chief Financial Officer, the Secretary, and the Treasurer, all of whom shall be elected by the Board of Directors. The Board of Directors may appoint an Assistant Treasurer, and Assistant Secretary, and such other officers as in its judgment may be necessary.

Section 2. **Election of Officers.** Officers shall be elected annually by the Board of Directors at the organization meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. **Removal of Officers.** Upon the affirmation vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor may be elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 4. **President.** The President shall be the chief executive officer of the Corporation. He or she shall have all of the general powers and duties which are normally

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incident to the office of the president of a corporation organized under the law of the State of Nebraska, including but not limited to the power of appointment from among the members of any committee which he decides is appropriate to assist in the conduct of the affairs of the Corporation. If the President is not able to act, the Board of Directors shall appoint some other officer to act in the place of the President, on an interim basis.

Section 5. **Secretary**. The Secretary shall keep the minutes of all meetings of the Board of Directors; he or she shall have charge of such books and papers as the Board may direct; and he or she shall, in general, perform all the duties normally incident to the office of secretary of a corporation organized under the law of the State of Nebraska.

Section 6. **Treasurer**. The Treasurer shall have the responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, and for the preparation of all required financial statements. He or she shall be responsible for the deposit of all moneys and other valuable effects in the name of the Board of Directors, or the managing agent, in such depositories as may from time to time be designated by the Board of Directors, and he or she shall, in general, perform all duties normally incident to the office of treasurer of a corporation organized under the law of the State of Nebraska.

Section 7. **Agreement, Contracts, Deeds, Checks, Etc.** All agreements, contracts, deeds, leases, mortgages, checks, and other instruments of the Corporation shall be executed by an officer of the Corporation or by the President upon majority consent of the Board of Directors. The Corporation shall maintain a separate checking account and require the signature of at least two individuals on all checks of the Corporation.

Section 8. **Compensation of Officers**. No officer of the Corporation shall receive any compensation for acting as such.

Section 9. **Budget**. The Board of Directors shall adopt a budget for each calendar year that shall include the estimated funds required to defray the common expense and to provide and maintain funds.

## Article V Records

Section 1. **Records and Audits**. The Board of Directors shall keep reasonably detailed records of the action of the Board, minutes of the meetings of the Board of Directors, and financial records and books of account of the Corporation, including a chronological listing of receipts and expenditures. A written report summarizing all receipts and expenditures of the Corporation shall be rendered by the Board of Directors at least annually.

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**Article VI  
Miscellaneous**

Section 1. **Notices.** All notices to the Board of Directors shall be sent by certified mail, receipt requested, in care of the President, or to such other address as the Board may hereafter designate from time to time. All notices shall be deemed to have been given when mailed, except notices of change of address which shall be deemed to have been given when received.

Section 2. **Invalidity.** The invalidity of any part of these Bylaws shall not impair or affect in any manner the validity or enforceability of the remaining provisions.

Section 3. **Captions.** The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws, or the intent of any provision thereof.

Section 4. **Gender.** The use of the masculine gender in these Bylaws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 5. **Waiver.** No restriction, condition, obligation, or provision contained in these Bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

**Section 6. Legal Description of Subdivision**

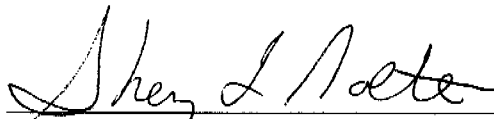
Lots 1 through 41, inclusive, and Lots 44 through 51, inclusive, in Southcrest Hills, a subdivision, as surveyed, platted and recorded in Sarpy County, Nebraska.

**Article VII  
Amendments to Bylaws**

Section 1. **Amendments to Bylaws.** Except as otherwise provided, these Bylaws may be modified or amended by the majority vote of the Board of Directors.

DATED: <sup>May 1, 2009</sup> ~~September~~, 2008.

**SOUTHCREST HILLS HOMEOWNERS  
ASSOCIATION, INC.**

  
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Sherry Nolte, President

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10-10-13

Nebraska, Sarpy County

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Signed before this day May 1<sup>st</sup>, 2009 by Southcrest Hills  
Homeowners Association, Inc by Sherry Nante, president.

*Sheryl Nanos*

