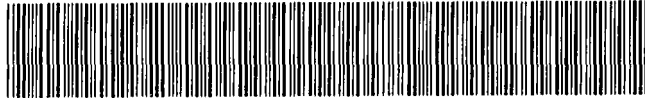


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RETURN TO: *Space Above Reserved for Recording Information*
 Nathan R. Watson
 MCGILL, GOTSDINER, WORKMAN & LEPP, P.C., L.L.O.
 11404 W. Dodge Rd., Suite 500
 Omaha, NE 68154-2584

AMENDED AND RESTATED BYLAWS OF TORREY PINE TOWNHOMES ASSOCIATION, INC.

PRELIMINARY STATEMENT

These Amended and Restated Bylaws do amend and restate those Bylaws of Torrey Pine Townhomes Association, Inc. filed on March 22, 2011 in the office of the Register of Deeds of Douglas County, Nebraska at Book 1374 Pages 35-43 ("Initial Bylaws"). These Amended and Restated Bylaws are approved pursuant to the requirements to amend the Initial Bylaws as set forth in Article XIII of the Initial Bylaws.

ARTICLE I NAME AND LOCATION

The name of the corporation is Torrey Pine Townhomes Association, Inc., a Nebraska not-for-profit corporation. The principal office of the corporation shall be the residence of the current president of the corporation. The property locations with which the corporation is concerned are those lots with addresses commonly known as 15006 through and including 15218 Spaulding Street, located in Omaha, Nebraska 68116.

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ARTICLE II DEFINITIONS

Section 1. "Association" shall mean and refer to Torrey Pine Townhomes Association Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described above and in the currently operative Declaration of Covenants, Conditions, and Restrictions, as recorded with the Register of Deeds of Douglas County, Nebraska, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Lot" shall mean and refer to each of those plots of land shown on the recorded subdivision map of Torrey Pines Replat 5, a Subdivision of Douglas County, Nebraska ("Torrey Pine"), said Subdivision described as follows:

Lots 1 through 12, inclusive, in Torrey Pines Replat 5, a subdivision as surveyed, platted and recorded in Douglas County, Nebraska.

Section 4. "Owner" shall mean and refer to the record owner, whether one or more persons or entities holding fee simple title to any Lot which is a part of the Properties, but excluding in all cases those having any such interest merely as security for the performance of any obligation. If a Lot is sold under a recorded contract of sale, the purchaser (rather than the fee owner) shall be considered the Owner.

Section 5. "Declaration" shall mean and refer to the currently operative Declaration of Covenants, Conditions, and Restrictions, as recorded with the Register of Deeds of Douglas County, Nebraska.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III MEMBERSHIP AND VOTING RIGHTS

Section 1. Each Lot Owner is a member ("Member") of the Association. Each Lot Owner is empowered to enforce the covenants. Membership shall be appurtenant to and may not be separated from the ownership of any Lot which is subject to assessment.

Section 2. Members shall be entitled to one (1) vote for each Lot owned, when dues are current. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings of the Members shall be held once a year for the purpose of voting for members of the Board of Directors (defined below) and discussion and/or determination of any issues deemed advisable by the Members assembled.

Section 2. Special Meetings. Special meetings of the Members may be called at anytime by the President (defined below) or by a quorum (defined below) of Members.

Section 3. Notice of Meetings. Notice of each annual meeting of the Members shall be given by the Secretary (defined below). Notice of any special meeting shall be by the Members calling the special meeting. In either case, notice shall occur by mailing, phone call, and/or emailing to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice at least ten (10) days in advance. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. A quorum at a meeting of Members consists of a majority of the total number of Lots. By a vote of a majority of the voting power of the Members present in person or by proxy, a measure (other than an amendment to these Bylaws, as set forth below) shall pass. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented except as otherwise provided in the currently operative Articles of Incorporation, Declarations, or Bylaws.

Section 5. Proxies. At any meeting of Members, a Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member or his/her Lot.

ARTICLE V BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by the Board of Directors, each of whom must also be Members of the Association in good standing.

Section 2. Term of Office. The Members shall elect Members to the Board of Directors annually, who shall each serve a recommended maximum of three (3) one-year terms, staggered so that one (1) seat is up for election at each annual meeting.

Section 3. Removal. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation or removal of a director, his or her successor shall be selected by the

remaining members of the Board of Directors and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation. No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Meetings. Meetings of the Board of Directors shall be held when called by the President or by any two directors, after not less than two (2) days notice to each director of the date, time and place of such meeting, or when all three (3) can spontaneously meet on shorter notice.

Section 2. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business by the Board of Directors. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum present shall be regarded as the act of the Board of Directors.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- (a) Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.
- (b) Exercise for the Association all powers, duties and authority vested in the membership by other provisions of the currently operative Bylaws, Articles of Incorporation, and/or Declaration of Covenants.
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such director shall be absent from three (3) consecutive scheduled meetings of the Board of Directors, and appoint a successor thereto;
- (d) Employ a manager, an independent contractor, or such other employees or otherwise for the Association as they deem necessary, and to set their compensation and prescribe their duties.
- (e) Such other powers as may be vested in the Board of Directors by the laws of the State of Nebraska, Douglas County, and/or other applicable law.

Section 2. Duties. It shall be the duty and right for the Board of Directors to:

- (a) Cause to be kept a record of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting or at any special meeting when such a statement is requested in writing by two (2) of the Members who are entitled to vote;
- (b) Supervise all officers, agents and independent contractor and employees of this Association, and to see that their duties are properly performed;
- (c) As more fully provided in the currently operative Declaration, to:
 - (1) Fix the amount and due dates of dues and assessments against each Lot at least thirty (30) days in advance of each period; and
 - (2) File and foreclose a lien against any property for which dues and/or assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owners personally obligated to pay the same.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a statement setting forth whether or not any dues and/or assessments have been paid. A reasonable charge may be required by the Board of Directors for the issuance of these statements. If a statement states dues and/or assessments have been paid, such statement shall be conclusive evidence of such payment;
- (e) Cause the Associations and any of its representatives, officers, members of the Board of Directors, and/or Members to be insured as may be deemed appropriate,
- (f) Cause the Lots to be maintained in accordance with the currently operative Declaration; and
- (g) Enforce all covenants, conditions and restrictions affecting any Lot or Owner as set forth in the currently operative Declaration.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice-President and Secretary/Treasurer and such other officers as the Board may, from time to time by resolution, create. The officers constitute the Board of Directors.

Section 2. Election of Officers.

The Members shall annually elect the Board of Directors.

Section 3. Term. The positions of the officers of this Association shall be selected annually by the Board of Directors. Each officer shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve. A maximum of three (3) one-year terms is recommended.

Section 4. Special Appointment. The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board of Directors. Any officer may resign at any time giving written or email notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such a vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the offices except in the case of special officer created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The President shall preside at all meetings of the Board of Directors; shall see that orders, services, and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, contracts, and other written instruments, and call special meetings of the members.

Vice President

- (b) The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him/her by the Board.

Secretary/Treasurer

- (c) The Secretary/Treasurer shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members, except as otherwise expressly provided; keep appropriate current records showing the Members of the Association together with their address, and shall perform such other duties as required by the Board of Directors. The Secretary/Treasurer shall also receive a monthly report from the bookkeeper of bank accounts of the

Association and shall approve payment of funds as directed by resolution of the Board of Directors; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the Members.

ARTICLE IX COMMITTEES

The Board of Directors can appoint committees as deemed appropriate in carrying out its purpose and powers.

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 currently operative Declaration, Articles of Incorporation and Bylaws of the Association shall be available for inspection by any Member of the principal office of the Association, where copies may be obtained at the reasonable cost of reproduction.

ARTICLE XI DUES AND ASSESSMENTS

As more fully provided in the currently operative Declarations, each Member is obligated to pay its dues and assessments, and to do so in those amounts and at those times set forth by the Board of Directors in writing. All dues are payable on the first (1st) day of each month, unless otherwise set in writing by the Board of Directors. Any dues and/or assessments which are not paid when due shall be delinquent. If any dues and/or assessments are not paid within thirty (30) days after the due date, it or they shall bear a penalty of \$15 a month and the association may bring an action at law against the Owner personally obligated to pay the same, foreclose the lien against the property and/or pursue any other remedies at law or in equity. Interest, penalties, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such dues and/or assessments and be recoverable by the Association as part of the recovery. The liability established by this paragraph shall be personal against the Owner and in rem against the Owner's Lot. No Owner may waive or otherwise escape liability for the dues and assessments provided for herein by performing his/her own Lot maintenance to be provided by the Association, by transferring or conveying the Lot or by any other action or contrivance.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the voting power, whether in person or by proxy, of the total number of Lots.

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

ARTICLE XIII INDEMNIFICATION

Section 1. In civil or administration proceedings, the Association may indemnify a former or present director or officer of the Association, provided that the director or officer, or former director or officer, conducted him/herself in good faith and reasonably believed, in matters concerning his/her conduct while acting in an official capacity of the Association, that his/her conduct was in the best interest of the Association; and, in all other cases, that his or her conduct was not opposed to its best interests.

In criminal proceedings, in addition to the foregoing criteria, the director or officer had no reasonable cause to believe that his/her conduct was unlawful.

The Association may not indemnify a director or officer, or former director or officer, in (a) connection with a proceeding by or in the right of the Association in which the director or officer was adjudged liable to the Association; and/or (2) in connection with any proceeding charging improper personal benefit to the director or officer, whether or not involving action in his/her official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by the director or officer.

Section 2. The Association shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she was a director or officer of the Association against reasonable expenses actually incurred by the director or officer in connection with that proceeding.

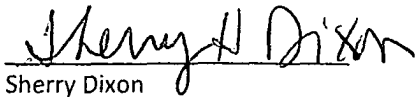
Section 3. The determination of entitlement of a director or officer, or former director or officer, to indemnification shall be made in accordance with Nebraska law.

Section 4. Any employees, agents, or otherwise of the Association who are not also a member of the Board of Directors are entitled to mandatory indemnification in the manner provided in Section 2 about to the same extent as a director or officer of the Association.

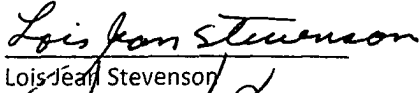
IN WITNESS WHEREOF, The Requisite Number of Owners have caused these presents to be
executed this 30 day of June, 2012



Reba I Harris



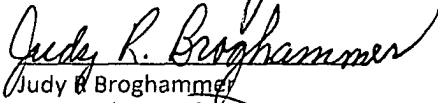
Sherry Dixon



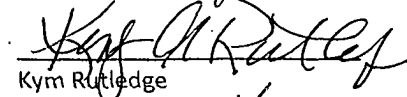
Lois Jean Stevenson



Elaine K Jones



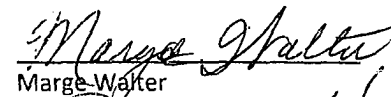
Judy R Broghammer



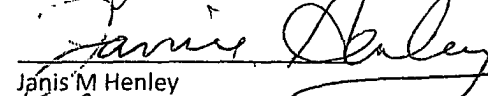
Kym Rutledge



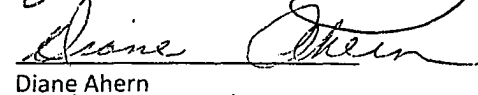
Mary Haag



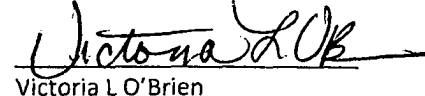
Marge Walter



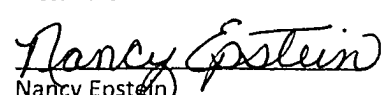
Janis M Henley



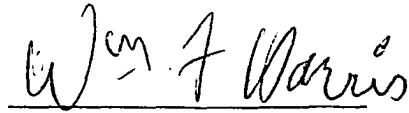
Diane Ahern



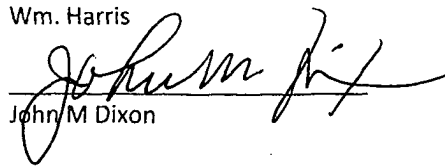
Victoria L O'Brien



Nancy Epstein



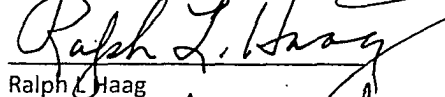
Wm. Harris



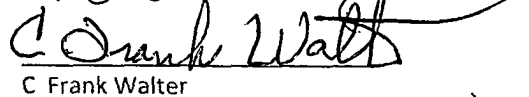
John M Dixon



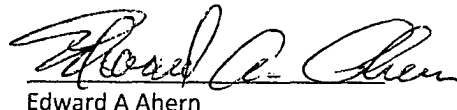
Gary F Rutledge



Ralph L Haag



C Frank Walter



Edward A Ahern

Acknowledgement

State of Nebraska

S.S.

County of Douglas

The foregoing instrument was acknowledged before me this

30 day of June, 2012
(month)

by _____
(printed name of person acknowledged)

Reba I. Harris, Sherry Dixon, Lois Jean Stevenson,
Elaine K. Jones, Judy R. Broghammer, Kym Rutledge,
Mary Haag, Marge Walter, Janis M. Henley, Diane Ahern,
Victoria L. O'Brien, Nancy Epstein, Wm. Harris, John M. Dixon,
Gary E. Rutledge, Ralph L. Haag, C. Frank Walter, Edward A. Ahren

Stephan P Broghammer
Notary Public

† Affix Official Notary seal here †

