

# **BY-LAWS**

## **WOODCLIFF LAKES, INC.**

It is the intention of Woodcliff Lakes, Inc., a Nebraska corporation, that Woodcliff, a subdivision as surveyed, platted and recorded in Saunders County, be developed and maintained as a residential recreation area. Woodcliff Lakes, Inc. is also referred to in this document as Woodcliff Lakes Association, or simply, “the Association”.

### **SECTION 1. OFFICES**

- a. **Registered Office.** The principal place of business and the registered office shall be located at Woodcliff, 980 County Road W, Fremont, Nebraska 68025.
- b. **Operating Headquarters.** The operating headquarters and other offices must be located within the boundaries of Woodcliff Lakes as designated by the board of directors.

### **SECTION 2. MEMBERSHIP**

- a. **Membership.** Memberships shall be as follows:

There will be one membership for each platted lot (446 lots) and one membership for each tract (7 tracts) within Woodcliff, a subdivision in Saunders and Dodge County, Nebraska. The membership and all membership rights shall fall first to a lessee or contract purchaser, then, if there is no lessee or contract purchaser, to the owner of the lot or tract. Where more than one member is the lessee, contract purchaser, or owner of a lot or tract, those members shall own only one membership.

- b. **Meetings.** Meetings of members shall be held as follows:

- (1) Annual meetings of the members shall be held on the second Sunday in June of each calendar year beginning in 2000 at a location within Woodcliff as directed and announced by the board of directors.
- (2) Special meetings of the members may be held at a location within Woodcliff as directed and announced by the board of directors at the board’s discretion or upon a petition presented to the board of directors by at least 20% of the membership.
- (3) The president, the vice president, or their designee shall preside and the secretary or their designee shall record the minutes of all meetings of the members. Each

- meeting will begin with the approval of minutes of the previous meeting and a treasurer's report. Minutes of meetings will be made available upon request.
- (4) Each membership shall be entitled, on the election of directors or on any other matter voted upon by the memberships, to cast, by mail or in person, one vote for each platted lot or tract for which Association dues and any special charges have been paid.
  - (5) Unless otherwise required by these by-laws, the majority of membership votes cast at any annual or special meeting shall decide any matter or question voted upon by the members. Votes may be cast by mail or in person.
- c. **Action without Meeting.** The board of directors, in place of holding any special meeting of the members, may submit any matter to and take the vote of memberships by mail.
- d. **Rights and Privileges.** Subject to rules or regulations adopted by the board of directors, members shall be entitled to rights and privileges as follows:
- (1) All individual members and their respective families and guests shall be entitled as appropriate to enjoy or otherwise to make use of Lake Ski-Di and Lake Tirawa, to the use of the roads belonging to the Association and to the use of all common areas owned and maintained by the Association. The Association shall maintain and preserve Lake Ski-Di and Lake Tirawa, the roads belonging to the Association, and the common areas belonging to the Association for the general common benefit of all its members.
  - (2) All members and their respective lots and parcels within the limits of all real property included in membership shall be entitled as appropriate to benefit from or otherwise to participate in all common functions and services performed or provided by the Association.
- e. **Discipline and Enforcement.** Members shall be subject to disciplinary and enforcement measures as follows:
- (1) All members shall be subject to denial partly or wholly of access to, benefit from, or use of all or any facilities, functions or services, suspension partly or wholly of all or any rights or privileges of membership, or any other disciplinary action directed by the board of directors for failure to pay any dues, assessments or charges or for any other act detrimental to the affairs of the Association.
  - (2) The Association shall adopt and promulgate rules and regulations with respect to the use of Lake Ski-Di and Lake Tirawa, the use of the roads owned by the Association, and the use of any common areas owned by the Association. These rules and regulations, together with any amendments, shall at all times govern the member's use of the lakes, roads, and common areas owned by the Association.

Violation of these rules and regulations by members, the member's family, or guests, shall subject their membership, to include the member's family and guests, to either suspension or termination of the privilege to use the lakes, roads and common areas owned by the Association, save for ingress and egress from the main gate of Woodcliff to the member's lot by use of the roads.

(3) The Association shall be entitled at any time or from time to time to institute any equitable or legal proceeding appropriate, convenient, or necessary for collection of any dues or charges or for enforcement of any covenant, rules, regulations, by-laws or easements of concern to it or to take any appropriate, convenient, or necessary remedial or other action against any member or membership of any platted lot or tract within the limits of real property included in membership. In the event that the Association must institute equitable or legal proceeding to collect any dues or charges, or enforce other rules, covenants, or by-laws, a reasonable attorney's fee shall be added to the dues and charges for the costs incurred by the Association, in collecting said dues or charges. All dues and charges, including attorney's fees, shall constitute a lien on the member's lot and/or improvements thereon.

**SECTION 3. DIRECTORS**

a. The primary duty of the board of directors is to act on behalf of the Association to oversee the recreational and residential environment of Woodcliff Lakes. The board manages the business and organizational affairs of the Association, including the establishment and enforcement of these by-laws, the Association's covenants, and the Association's rules and regulations.

b. **Number and Election.** The board of directors shall be comprised of directors elected as follows:

The affairs of the Association and its assets and other property shall be managed by a board of seven directors who shall be required to be members of the Association. To stagger director elections, while maintaining a full board, the following elections will

take

place:

- in June 2001, 3 board members will be elected
  - in June 2002, 2 board members will be elected
  - in June 2003, 2 board members will be elected
- And so on and so forth.

Directors will serve for a term of office of three years.

c. **Vacancies.** The office of director shall be vacated and filled as follows:

(1) Failure without excuse to attend any three consecutive meetings whether regular,

special, quarterly or annual meetings of the board of directors,

- (2) The resignation or death of such director,
- (3) Inappropriate conduct of director (removal of such director requires 5 affirmative votes of directors present or by mail),
- (4) Recall by membership (removal of any individual director requires a vote of not less than two thirds of votes cast on an official ballot mailed to the membership by the board of directors. Votes may be cast by mail or in person.)

d. **Meetings.** Meetings of the board of directors shall be held as follows:

- (1) Annual meetings of the board of directors shall be held immediately following the annual meetings of the Association members.
- (2) Regular (monthly/quarterly) or special meetings of the board of directors may be held upon direction of the board of directors or called by the president or a majority of the directors at the operating headquarters or wherever directed by the board of directors.
- (3) The president or vice president shall preside and the secretary or a non-officer board member shall record the minutes of all meetings of the board of directors. Each meeting will begin with the approval of minutes of the previous meeting and a treasurer's report. Minutes of meetings will be made available upon request.
- (4) A majority of the directors shall constitute a quorum for any meeting of the board of directors.
- (5) Each director shall be entitled on any matter or question voted upon to cast one vote either in person or by absentee vote (signed letter or fax).
- (6) Unless otherwise required by these by-laws, the majority vote of the entire number of directors present or by absentee vote at any meeting of the board of directors shall decide any matter or question voted upon by the directors.

e. **Action without Meeting.** The board of directors may, in place of holding any meeting, by unanimous written consent, dispose of any matter or question.

f. **Nominating Committee.** The president of the board of directors at the first quarterly meeting of the calendar year shall designate a Nominating Committee comprised of three eligible members of the Association. For a period of 15 days, the Nominating Committee shall accept written nominations for director positions. All eligible nominations will be required to submit a short biography within 15 days of notification, which is required for inclusion on the nomination slate. Nominations will be submitted to the board of directors for final approval. Nomination slates, with biographies, will be mailed to each Association member at least 30 days prior to the published annual meeting date.

- g. **Executive and Other Committees.** The president may establish executive, special, or standing committees as well as designate and replace committee members as directed by the board.
- h. **Conflict of Interest.** No director shall vote on, or be included in, an evaluation of any business matter that may present a conflict of interest.
- i. **Fees and Expenses.** The directors shall serve without remuneration for their services, but the board may provide for the reimbursement of reasonable expenses incurred by them, if approved by the board in advance.

#### **SECTION 4. OFFICERS, AGENTS, AND EMPLOYEES**

- a. **Officers.** Officers shall be appointed or elected as follows:
  - (1) The principal officers shall be a president, a vice president, a secretary, and a treasurer, who shall be required to be members of the board of directors, who shall be elected annually by the board of directors at each annual meeting for a term of office of one year, and who may succeed themselves in office.
  - (2) The board of directors may from time to time appoint, discharge, engage, or remove assistants to the principal officers found to be appropriate, convenient, or necessary for management of the affairs of the Association.
  - (3) The officers shall have the powers and rights and be charged with the duties and obligations usually vested in or appurtenant to such offices or from time to time directed by the board of directors.
- b. **Vacancies.** The office of any principal officer shall be vacated and filled as follows:
  - (1) Any principal officer may be removed from office at any time by a majority vote of the board of directors either for or without cause.
  - (2) Any vacancy among the principal officers may be filled by majority vote of the board of directors for the unexpired term of office.

#### **SECTION 5. DUES AND RELATED MATTERS**

- a. **Fiscal Year.** The end of the fiscal year of the Association shall be December 31.
- b. **Dues.** Dues shall be ascertained and collected as follows:

- (1) Standard dues. Standard dues for each membership shall be payable in advance on the 1<sup>st</sup> day of January of each calendar year. Dues are intended to cover fiscal year operating expenses (budget) as proposed by the board of directors prior to the start of the fiscal year. The board of directors shall make the proposed budget for the upcoming year available for review by members at the last quarterly meeting in December. At the last quarterly meeting, members will be provided the opportunity to provide comments on the proposed budget. The board of directors shall formally approve (adopt) the budget at this quarterly meeting. Dues shall not be increased more than 10% in any one year or 15% within a two-year period. Dues shall become delinquent if not paid within thirty (30) days after the date of their assessment, and constitute until paid a continuing charge against and lien upon such platted lot or tract.
- (2) Extra dues. Extra dues to meet any extraordinary operating expenses for the fiscal year shall be assessed only upon majority vote of the board of directors, not to exceed 10% of the current Association dues for any one issue. Such extra dues shall become delinquent if not paid within thirty (30) days after their assessment and constitute until paid a continuing charge against and lien upon such platted lot or tract.

c. **Special Charges.** Additional special charges or assessments may be needed to fund major undertakings or capitol improvements within the Association. Any major undertaking or capital improvement project not identified and approved in the current year's budget requires a favorable vote by a majority of voting memberships. Such special charges and method of assessment shall be approved only upon recommendation of the board of directors and accepted by a majority of membership votes cast at any annual or special meetings. Votes may be cast by mail or in person. Such special charges or assessed installments shall become delinquent if not paid within thirty (30) days after the date of their assessment, and constitute until paid a continuing charge against and lien upon such platted lot or tract.

d. **Interest.** Any delinquent dues and/or special charges will accrue interest charges of 1% per months until paid.

e. **Abatement.** Dues and special charges other than Association dues shall be subject to abatement as follows:

By reason of ownership of more than one platted lot or tract for the purpose of only limited use or for any other suitable reason, the board of directors may partially abate any charge assessed a membership on such terms and conditions as the board of directors may determine is reasonable.

f. **Deposits, Checks, and Loans.** Funds shall be deposited and withdrawn and additional funds borrowed as follows:

- (1) Funds and money of the Association may from time to time be deposited by the

officers, agents, and employees in the Woodcliff Lakes Association depository or depositories located in Nebraska as directed by the board of directors.

- (2) All checks, drafts, or other orders upon the Association shall be signed by the treasurer and any other officer of the board of directors.
- (3) The board of directors may negotiate and consummate for the Association all arrangements appropriate, convenient, or necessary for any loan to it, by majority approval.

- g. **Indemnification.** Every director shall be entitled, during and after the term of office, to be fully indemnified by exoneration, reimbursement, or otherwise and to be defended and otherwise saved harmless from all liability including court costs and legal fees for any matter connected with service as a director in the performance of duty to the Association.

## **SECTION 6. DELEGATION OF MANAGEMENT**

The board of directors may by contract or otherwise delegate to some competent third party or parties, general authority, power, and responsibility for administration and executive management of the affairs of the Association; and the board of directors may likewise delegate general authority, power, and responsibility for maintenance of the books and records of the Association. However, this cannot release the board of its responsibility to manage the affairs of the board.

## **SECTION 7. BOOKS, RECORDS, AND REPORTS**

The books, records and reports of the Association will be maintained at the registered office or wherever directed by the board of directors, and the officers shall at each annual and/or special meeting of the members and when otherwise called for at any meeting of the board of directors present a clear and current financial report of the affairs and condition of the Association.

## **SECTION 8. NOTICES AND STATEMENTS**

- a. **Notice for Meeting of Members.** Not less than twenty nor more than thirty days preceding any annual, quarterly or special meeting of the Association, each member shall be mailed, sent to the address of such member as last recorded with the secretary, a written notice of the time, place, and general purpose of each such meeting.
- b. **Statement of Dues, Charges, or Other Matters.** Not less than twenty nor more than thirty days preceding the day for action or response, each member concerned shall be mailed, to the address of such member last recorded with the secretary, a written notice or statement of any dues, charges, or disciplinary action; any recommendation of the board of directors to amend the Articles of Incorporation or these by-laws; to extend, modify, or terminate all or any part of the covenants applicable to all property included in

membership; to increase the standard dues, to undertake capital improvements or extraordinary general expenses, or to dispose of any interest in real property.

- c. **Notice for Meeting of Directors.** Not less than three nor more than thirty days preceding any annual or special meeting of the board of directors, each director shall have actual knowledge or be given by mail or otherwise a written notice of the time, place, and general purpose of such meeting.
- d. **Waiver.** Any notice required by law, the Articles of Incorporation, or these by-laws can be waived by oral or written waiver issued by any person entitled to such notice.

## SECTION 9. SEAL

- a. **Form.** The seal of the corporation shall consist of two concentric rings between which shall be inscribed the name of the corporation and the word, "Nebraska," and in the center of which shall be inscribed the words, "nonprofit corporation seal."
- b. **Use.** The seal may be used by causing it or a reasonable likeness to be affixed to, impressed upon, or otherwise reproduced on any document or other instrument required to be sealed.

## SECTION 10. ADOPTION, AMENDMENT, AND DECLARATION

- a. **Declaration.** The board of directors may conditionally accept for the Association any additional suitable real estate proposed to be included in membership; and pursuant to the declaration, the addition must be approved by a majority of membership votes cast at any annual or special meeting. Votes may be cast by mail or in person.
- b. **Amendment of Articles of Incorporation and By-Laws.** The Articles of Incorporation and these by-laws may be amended as follows:

All or any part of the Articles of Incorporation or these by-laws may be altered, amended, or revoked by the affirmative vote of two-thirds of the memberships voting in person or by mail.

Passed and approved this 11<sup>th</sup> day of June, 2000.

Signed by Directors:

*James Schulte*  
*Frank Bartunek*  
*Elaine Fuehrer*

*Marilou Lawson*  
*Hal Perrin*  
*Mike Wise*  
*Bill Wilt*