

## **BYLAWS**

Third Revised (06/07)

The Board of Directors of the Grainger O'Shea Homeowners Association (Corporation) adopts the following Bylaws:

### **OFFICES**

1. The offices of the Corporation shall be at 645 M Street, Suite 200, Lincoln, Nebraska 68508.

### **MEMBERS**

2. The membership of the Corporation shall be as defined in the Articles of Incorporation and shall be subject to the payment of annual and special assessments made by the Corporation. Rights of membership may be suspended by the Board of Directors during any period for which such assessments remain unpaid. Upon the adoption and publication of rules and regulations governing the use of the Commons, rights of membership may be suspended by the Board of Directors, for a period not to exceed 30 days, for violations of such rules and regulations. Rights of membership may be delegated by any member to any person residing within any lot or living unit in which such member holds the interest requisite for membership.

### **MEETINGS OF THE MEMBERS**

3. Meetings of the members for the election of directors shall be held at such place as shall be stated in the notice of the meeting. The annual meeting of the members shall be held on the second Tuesday of June of each year, if not a legal holiday, and if a legal holiday, on the next secular day. At each annual meeting, the members shall elect directors for a term of three years, by a plurality vote, and there shall be transacted such other business as may properly come before the meeting.

4. At all meetings of the members, those members present and entitled to vote shall constitute a quorum for the transaction of business. There shall be no voting by proxy.

5. If no record date is fixed by the Board of Directors, the date on which the notice of the meetings is mailed shall be the record date for the determination of members entitled to vote.

6. Written notice of the annual meeting shall be delivered or mailed to each member entitled to vote at the address which appears on the books of the Corporation, at least ten days prior to the meeting.

7. Special meetings for any purpose may be called by the President, a majority of the Board of Directors, or at the request in writing of one-fifth of the members entitled to vote. The request shall state the purpose of the meeting.

8. Written notice of any special meeting, stating the purpose of the meeting, shall be delivered or mailed to each member entitled to vote at the address which appears on the books of the Corporation at least ten days prior to the meeting.

9. The act of a majority of the votes of the members present at any meeting, at which there is a quorum, shall be the act of the Corporation, except as may otherwise be specifically provided by statute or these Bylaws.

### **DIRECTORS**

10. The number of directors shall be five, all of whom need to be members of the Corporation. Directors shall be elected on a staggered basis as determined by the Board of Directors. Each director shall be elected to serve for three years or until a successor shall be elected. A director may be removed by two-thirds of the votes of the members present at an annual meeting of the members or at a special meeting of the members if the proposed removal is contained in the notice of such special meeting.

11. If the office of any director shall become vacant for any reason, a majority of the remaining directors, though less than a quorum, shall choose a successor who shall hold office until the next election of directors.

12. The property and business of the Corporation shall be managed by the Board of Directors.

13. Directors shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance may be allowed for regular or special meetings of the Board. A director may serve the Corporation in any other capacity and receive compensation.

### **MEETINGS OF THE BOARD OF DIRECTORS**

14. The Board of Directors shall meet immediately following the annual meeting of the members, and no notice of the meeting shall be necessary if a quorum is present.

15. Regular meetings of the Board may be held without notice at the time and place determined by the Board.

16. Special meetings of the Board may be called by the President, and shall be called at the written request of two directors.

17. Notice of any special meeting of the Board shall be given to each director, either personally or by mail, at least three days prior to the meeting.

18. At all meetings of the Board, a quorum is present throughout the meeting if persons entitled to cast one-half of the votes on the Board are present at the beginning of the meeting. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise be specifically provided by statute.

### **OFFICERS**

19. The board of directors shall have the authority to spend up to \$500.00 of Corporation funds without obtaining approval of the association members. Such expenditures shall require approval of a quorum of the board of director. Expenditures in excess of \$500.00 not previously approved at the annual meeting shall need to be approved by a

2/3 vote of the board of directors, or by a majority of the members at any general or special meeting.

20. The officers of the Corporation shall be elected by the Board and shall be a President, a Vice President, a Secretary and a Treasurer. One person may hold any two offices, except the offices of President and Vice President.

21. The Board, at the first meeting after the annual meeting of the members, shall choose a President from the members of the Board of Directors. Additionally, the Board shall select a Secretary and Treasurer either of whom will then need to be members of the Board.

22. The Board may appoint other officers and agents, and delegate such authority as the Board may determine.

23. The officers of the Corporation shall hold office for three years or until their successors are elected. Any officer elected by the Board may be removed at any time by the affirmative vote of a majority of the Board. If any office becomes vacant, the Board shall elect a successor who shall hold office until the next election of officers.

#### **PRESIDENT**

24. The President shall be the chief executive officer of the Corporation, preside at all meetings of the members and the Board, and carry out all orders and resolutions of the Board.

25. The President shall execute conveyances of real estate and contracts, except when such authority is expressly delegated by the Board to some other officer or agent of the Corporation.

#### **VICE PRESIDENT**

26. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and such other duties as the board may prescribe.

#### **SECRETARY**

27. The Secretary shall attend all meetings of the Board and all meetings of the members and record all votes and the minutes of all proceedings in books belonging to the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform such other duties as the Board or the President may prescribe.

#### **TREASURER**

28. The Treasurer shall have the custody of the corporate funds, keep accurate accounts of receipts and disbursements in books belonging to the Corporation, and deposit all monies in the name of the Corporation in such depositories as may be designated by the Board.

29. The Treasurer shall disburse funds of the Corporation as determined by the President or the Board and shall file, at least annually, a report of all transactions and the financial condition of the Corporation.

30. If required by the Board, the Treasurer shall give bond for the faithful performance of the duties of the office.

### **NOTICES**

31. Whenever, by the Bylaws, notice is permitted to be given by mail, notice shall be deemed to have been given when mailed.

32. A waiver of any notice, signed by the person entitled to such notice, at any time, shall be equivalent to the giving of such notice.

### **INDEMNITY**

33. The members of the Board of Directors shall not be liable to the owners 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 of the directors from and against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Corporation. Any such contract shall have been made in bad faith or contrary to the provisions of the Bylaws. It is intended that the members of the Board of Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation.

### **CONFLICTING PROVISIONS**

34. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles shall be controlling; in the event of a conflict between the Restrictive Covenants and these Bylaws, the Restrictive Covenants shall be controlling.

### **AMENDMENTS**

35. These Bylaws may be amended by a majority vote of the members at any regular or special meeting. A statement of any proposed amendment to these Bylaws shall accompany the notice of any regular or special meeting of the members where the proposed amendment will be presented for approval.

Adopted June 12, 2007

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Mark Svoboda, President