

**RESTATED BY-LAWS
OF THE BROOKHAVEN TOWNHOME ASSOCIATION**

RECITALS

WHEREAS, the Declaration of Covenants, Conditions, and Restrictions of Brookhaven Townhomes (“Declaration”) was recorded by Declarant in the office of the Register of Deeds of Douglas County, Nebraska, on or about February 12, 1986, at Book 765 Page 80 (“Original Declaration”); and

WHEREAS, the Declaration, as amended, encumbers Lots 1-13 inclusive, in Brookhaven Replat II, as surveyed, platted and recorded in Douglas County, Nebraska; and

WHEREAS, the Brookhaven Townhome Association was formed consistent with the Declaration and is governed by its By-Laws, the original of which was recorded in the office of the Register of Deeds of Douglas County, Nebraska, on or about February 12, 1986, at Book 297 Page 202; and

WHEREAS, Article XIII of the By-Laws provides that the By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy; and

WHEREAS, the Lot Owners and Members below desire to restate and amend the By-Laws upon the terms and conditions stated herein.

NOW THEREFORE, the Lot Owners hereby declare that the By-laws should be and hereby are amended and restated in the following manner:

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is the Brookhaven Townhome Association, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 8425 Madison Street, Omaha, Nebraska. The meetings of the Members and Directors may be held at such places within the State of Nebraska, County of Douglas, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1 “Association” shall mean and refer to the Brookhaven Townhome Association, its successors and assigns.

Section 2 “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3 “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of properties.

Section 4 “Owner” shall mean and refer to the record owner, whether one of more persons or entities, of the fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security, for the performance of and obligation.

Section 5 “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the properties recorded in the Office of the Register of Deeds of Douglas County, Nebraska, as the same may be amended from time to time.

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

ARTICLE III MEETING OF MEMBERS

Section 1 Annual Meetings

Regular annual meetings of the Members shall be held the same month at such time, date and place as the Board of Directors designate.

Section 2 Special Meetings

Special meetings of the Members may be called at any time by the Board of Directors, or upon written request of the Members who are entitled to one-fourth (1/4) of all the votes of the membership.

Section 3 Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at the directions of, the Management Company or person on the Board of Directors, by mailing a copy of such notice, postage prepaid, at least thirty (30) days but not more than sixty (60) days before such meeting to each Member entitled to Vote thereat, 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. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 4 Quorum

At the first such meeting called, the presence of Members or of proxies entitled to cast, twenty five percent (25%) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If the required quorum is not present or represented at the meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5 Proxies

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the acting management company. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

ARTICLE IV BOARD OF DIRECTORS

Section 1 Number

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be Members of the Association.

Section 2 Term of Office

At the first annual meeting following the approval of these Restated By-laws, the Members shall elect one director for a term of three (3) years for the position of Lawn Care Director; one director for a term of two (2) years for the position of Insurance Director, and one director for a term of one (1) year for the position of Maintenance Director. Thereafter, each director shall serve a term of three years, with one director up for election at every annual meeting.

Section 3 Removal

Any Director may be removed from the Board, 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 successor shall be nominated and voted upon by the Members of the Association and shall serve for the unexpired term in of the predecessor.

Section 4 Compensation

If position Treasurer is “in-effect” and held by a voting member, the voting member shall not be charged monthly fees, but will be responsible for paying any special assessments that are approved. No other director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for his/her actual expense incurred in the performance of his/her duties.

Section 5 Action Taken Without a Meeting

The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

**ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS**

Section 1 Nomination

Nomination for election to the Board of Directors shall be made from the floor at the annual meeting. The nominating of the Directors, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. There is no limit as to the number of nominations for election to the Board of Directors, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members or nonmembers.

Section 2 Election

Election to the Board of Directors shall be by secret written ballot. At such election the Members of their proxies may case, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**ARTICLE VI
MEETINGS OF DIRECTORS**

Section 1 Regular Meetings

Regular meetings of the Board of Directors shall be held annually without notice, as such place and hour as may be fixed from time to time by the resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2 Special Meetings

Special meetings of the Board of Directors shall be held when called by the President or two (2) Directors, after not less than three (3) days notice to each Director.

Section 3 Quorum

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

**ARTICLE VII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1 Powers

The Board of Directors shall have the power to:

- a) Exercise for the Association all powers, duties and authority vested to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- b) Declare the office of a Member of the Board of Directors to be vacant in the event such Members shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- c) Employ a manager, an independent contractor, or such other employee as they deem necessary, and to prescribe their duties.

Section 2 Duties

It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c) As more fully provided in the Declaration, to:
 - 1) Fix the amount of the annual assessment against each Lot at least ninety (90) days in advance of each annual assessment period;
 - 2) Send written notice of each assessment to every Owner subject thereto at least ninety (90) days in advance of each annual assessment period; and
 - 3) Foreclose the lien against any property for which assessment period; and paid within thirty (30) days after due date or to bring an action of law against the Owner personally obligated to pay the same.
- d) Issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment
- e) Procure and maintain adequate liability and hazard insurance on the property owned by the Association; and
- f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate

ARTICLE VIII OFFICERS AND THEIR DIRECTORS

Section 1 Enumeration of Offices

The directors of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors. If the Association has elected to hire a management company, positions of secretary and treasurer are to be assumed by the management company. However, if a management company is not hired, positions of secretary and treasurer are required to be members of the Board of Directors. Other officers may from time to time be created by resolution.

Section 2 Election of Directors, Officers and Terms

The Directors and officers of this Association shall be elected annually by the Association and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 3 Special Appointments

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

Section 4 Resignation and Removal

Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board or acting management company. Such resignation shall take effect on the date of 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 5 Vacancies

A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6 Multiple Offices

No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 3 of this Article.

Section 7 Duties

The duties of the Directors are as follows:

- a) **President:** The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.
- b) **Vice-President:** The vice-president shall act in place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board
- c) **Secretary:** The secretary 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; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- d) **Treasurer:** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board

of Directors; shall sign all checks and promissory notes of the Association; keep proper books of the account; cause an audit of the Association books to be made by a public accountant 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 meetings, and deliver a copy to each of the members.

ARTICLE IX 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 Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE X ASSESSMENTS

As more fully provided in the Declaration, each Member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessment not paid within thirty (30) days after the due date shall be deemed delinquent and a late fee of ten dollars (\$10) will be added to the account. Should any assessment remain unpaid more than sixty (60) days after the due date, an additional fifteen dollar (\$15) fee will be added to the account. Should any assessment remain unpaid more than ninety (90) days, the homeowner will receive written notice that services provided by the Association will be stopped. Should any assessment remain unpaid more than one hundred twenty (120) days, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided herein by abandonment of his Lot.

ARTICLE XI AMENDMENTS

Section 1 These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

ARTICLE XII MISCELLANEOUS

Section 2 In the case of conflict between the Article of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control. The fiscal year of the Association shall begin on the first day of January and ends of the 31st day of December every year.

THESE RESTATED BY-LAWS OF THE BROOKHAVEN TOWNHOME ASSOCIATION ARE HEREBY APPROVED by the following members, representing a majority of a quorum of members present in person or by proxy at a regular or special meeting of the members.

NAME	STREET ADDRESS	DATE
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