

BY-LAWS OF BELLBROOK HOMEOWNERS ASSOCIATION

NAME AND LOCATION. The name of the non-profit corporation is BELLBROOK HOMEOWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the Association shall be located at 11920 Burt Street, Suite 165, Omaha, Nebraska 68154. The meetings of members and directors may be held at such places within the State of Nebraska, as may be designated by the Board of Directors.

ARTICLE I DEFINITIONS

Section 1: "Association" shall mean and refer to the Bellbrook Homeowners Association, a Nebraska non-profit corporation, and its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property defined and described in the Declaration (defined below) and such additions thereto as may have been, or hereafter be brought within the jurisdiction of the Association pursuant to the terms of the Declaration.

Section 3: "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties.

Section 4: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, including contract purchasers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5: "Declaration" shall mean and refer to the Fourth Amendment to and Restatement of Declaration of Covenants, Conditions, Restrictions and Easements of Bellbrook, a Subdivision in Sarpy County, Nebraska recorded in the Office of the Register of Deeds in Sarpy, Nebraska on November 21, 2007 as Instrument No. 2007-35023, as the same may be amended, supplemented, and/or restated from time to time.

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

Section 7: "Common Area" shall mean all real property owned by or controlled by easement in favor of the Association for the common use and enjoyment of the Owners.

ARTICLE II MEMBERSHIP VOTING AND MEETING OF MEMBERS

A. MEMBERSHIP AND VOTING

Section 1: Membership. Every person or entity who is a record Owner of a fee simple interest in any Lot which is subject to the Declaration shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot

Which is subject to assessment by the Association. Ownership of such Lot shall be the sole qualification for membership, and such membership shall continue until such time as the Owner's ownership terminates, at which time his or her membership shall automatically cease.

Proof of membership, if called for by the Association or its managing agent, must be provided to the Secretary of the Association (or other designated representative) prior to any rights of membership being exercised.

Section 2: Voting of Members. Voting rights are based on one vote per Lot owned on each matter properly coming before the Members of the Association. When more than one person holds fee simple title, all such persons collectively shall be the Member (for the Lot in question). The vote shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot. The Association shall be entitled to presume that any ballot tendered by one or more Owners of the Lot was the result of agreement by all other Owners. If conflicting ballots are cast by multiple Owners of the same Lot, none will be counted. Cumulative voting is not permitted.

Section 3: Suspension of Member's Rights. Members are subject to suspension of membership for voting purposes and for purposes of use of the recreational facilities when their assessment payments fall delinquent or a violation of these Amended Bylaws, the Declaration, or the rules and regulations occurs. Refer to the Declaration for the limitations and notice provisions relating to suspensions of membership.

Section 4: Majority of Owners. As used in these Bylaws, the term 'majority of owners' shall mean those Owners entitled to cast at least **fifty-one percent (51 %)** of the total votes.

B. MEETING OF MEMBERS AND NOTICE

Section 1: Semi-Annual Meeting. Semi-annual meetings of the Members shall be held each year during the same month (February and August) on such date and time and at such place as the Board of Directors may direct. February's meeting shall include the financial review of previous year and the budget for new calendar year. August's meeting shall serve to provide the Members with a mid-year update and review of any upcoming issues/bids.

Section 2: Special Meetings. Special meetings of the Members may be called at any time by the President or by a majority of the Board of Directors. In addition, a special meeting shall be called upon presentation of a written request of fifty-one percent (51%) of the Members unless the subject of the meeting is a dispute which is resolved prior to the date set or the subject is not for a lawful purpose, in which case the written request of only ten percent (10%) of the Members is required. No action may be taken at a special meeting that does not fall within the purpose stated on the meeting notice.

Section 3: Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call a meeting not less than ten (10) days and no more than thirty (30) days before such meeting. The notice shall specify the place, day and hour of such meeting. Written notice for special meetings must include the purpose of the meeting. Notice of a

Meeting shall be deemed to be received when delivered to the Member's address or 48 hours after first-class mailing, whichever occurs first.

Section 4: Quorum. The presence at a meeting of the Members entitled to cast, or of proxies entitled to cast, ten percent (10%) of the votes shall constitute a quorum for any action unless otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, without notice other than announcement at the meeting, to a date not less than 5 days, no more than 30 days, from the original meeting date until a quorum as aforesaid shall be present or be represented. When a quorum is present, a majority of the voting interests present shall decide any question brought before the membership unless a different percentage of approving votes is required for the specific act under Nebraska law, these Bylaws, the Declaration, or the Articles of Incorporation. In those cases, the specific requirement under that section shall control.

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 secretary by Lot Owner. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his/her Lot. No proxy shall be valid after eleven (11) months from the date of execution.

Section 6: Conduct of Meetings. All membership meetings shall be conducted in a manner consistent with generally accepted procedures of parliamentary procedure. The order of business of all meetings shall be as follows, unless otherwise decided by the Board and/or the Officers: (a) roll call; (b) proof of notice of meeting (c) approval of minutes of preceding meeting; (d) reports of officers; (e) election of Directors; (f) unfinished business; and (g) new business.

Section 7: Action by Written Ballot without a Meeting. Any action which may be taken at a regular or special meeting of members may be taken without a meeting if a proper ballot is prepared containing all the proper requirements.

Section 8: Minutes shall be recorded at all meetings and shall be made available for review by Owners within thirty (30) days after a meeting.

ARTICLE III

BOARD OF DIRECTORS: SELECTION: TERM IN OFFICE

Section 1: Number. The affairs of this Association shall be managed by a Board of Directors, five (5) in number, who are members of the Association. No two family members (by blood relation or by marriage) shall serve on the Board at the same time. In order to stand for election as a director, such Member must be in good standing and must not be in default in the payment of any dues, assessments and/or fines imposed by the Association.

Section 2: Term of Office. The Directors shall serve staggered two (2) year terms. At the expiration of the initial term of office of each respective Director, his/her successor shall be elected to serve a term of

Two (2) years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3(a): Removal. The entire Board of Directors, or any individual Director, may be removed from office when his/her removal is approved by a majority of the Members of the Association at meeting where a quorum is present. Any vacancy created by removal shall be filled by election of the new Director(s) by the Owners. Any Director whose removal is proposed shall receive a chance to address the membership at the meeting called.

Section 3 (b): Vacancy. If any Director misses three (3) or more consecutive Board meetings which have officially been convened, then the remaining Board members may declare the position of that Director vacant by majority vote. The remaining Directors may then choose a successor by election among them to serve out the unexpired term of the Director who is removed. In addition, in the event of death or resignation of a director, his/her successor shall be selected by remaining Directors and shall serve for the unexpired term of his/her predecessor.

Section 4 Compensation. Except as otherwise set forth below, no Director shall receive compensation for any service he/she may render to the Association in his or her capacity as a Director. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties which have been approved prior to expenditure by the Board of Directors. In addition, as permitted pursuant to the terms of the Declaration, the annual dues of each of the Directors shall be abated during term of such Director's service. In the event a Director is removed from the Board of Directors pursuant to the terms hereof, dues will be reinstated for the total amount of the then-current year.

ARTICLE IV

NOMINATE ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election to the Board of Directors may be made by a Nominating Committee. Nominations may also be made from the floor at the semi-annual meeting held in February. The Nominating Committee shall consist of a Chairman, who may be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each semi-annual meeting held in February. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from members.

Section 2: Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast one vote per Lot. The persons receiving the largest number of votes shall be elected. A vote for a Director nominated may be cast by a member by mail on a ballot forwarded by the Board to the member at least five (5) days prior to the semi-annual meeting held in February, provided such a ballot is received by the Board or the Secretary prior to or at the semi-annual meeting held in February. A member not personally present at the meeting but who has so cast his ballot shall be counted as present at the meeting for quorum purposes. Cumulative voting is not permitted.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1: Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such place and hour as may be fixed from time to time by resolution of the Board. Notice shall be given to each Director, at least 2 weeks prior by email, text, telephone, personally or electronic notification.

Section 2: Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each Director in the manner prescribed by Section 1.

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.

Section 4: Action without 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 or a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors so long as reasonable attempts were made to contact all Directors prior to the action being taken.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

- (a) Conduct, manage and control the affairs and business of the Association and to adopt rules and regulations consistent with the Declaration relating to use of the Common Area facilities, painting restrictions, etc., and to establish penalties for the infraction thereof;
- (b) Suspend the voting rights and right to use of the recreational facilities of any Member(s) during any period in which such Member is in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing (as provided in the Declaration), for any infractions of published rules and regulations for a period of thirty (30) or for as long as the infraction persists;
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by official provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) Select all officers, agents, a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(e) Levy, collect and enforce assessments by any means provided in the Declaration, and by Nebraska **Law**;

(f) Take whatever action in the Board's discretion is necessary to discharge any lien against the Common Area;

(g) To change the location of the principal office for business to a different location if deemed advisable by a majority of the Board;

(h) To sue others, in the name of the Association, and sue Owners to collect delinquent assessments or cure a violation of any restrictions, covenants, conditions, rules or regulations of the Association or subdivision (where deemed advisable or necessary);

(i) To borrow money for the purpose of improving the common properties and facilities and with approval of a majority of the homeowners, mortgage those common entities if necessary. If such property is mortgaged, the rights of mortgagees shall be subordinate to the Owners' rights; and

(j) To declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

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 semi-annual meeting held in February of the Members, or at any special meeting when such statement is requested in writing by fifty-one (51%) percent of the Members who are entitled to vote;

(b) Delegate powers to committees, officers or employers and supervise all officers, agents, and employees of the association and to see that their duties are properly performed;

(c) As more fully provided herein, and in the Declaration:

(1) Send written notice of each increase in regular assessment or imposition of special assessment to every Owner subject thereto within thirty (30) to sixty (60) days before the increase or assessment becomes due;

(2) In its discretion, foreclose a recorded lien against any properties for which assessments are at least sixty (60) days delinquent, or to bring an action at law against the Owner personally obligated to pay the same;

(d) Issue, or to cause an appropriate officer to issue, upon demand by any person or entity entitled to receive that information, 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, hazard, and other risk insurance on property owned by the Association, in amounts deemed advisable by the Board from time to time;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, and to procure such bonds as determined appropriate;

(g) Cause the Common Area and utility laterals to be maintained as provided more fully in the Declaration;

(h) Cause all taxes and assessments against the property of the Association which are or could become a lien on the Common Area to be paid when due;

(i) Cause the preparation and distribution of a pro-form operating budget, which includes the Association's estimated revenue and expenses on an accrual basis, to the Members at the semi-annual meeting held in February;

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Office. The officers of this Association shall be a President and Vice President, who shall at all time be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board may, from time to time, by resolution create including, but not limited to Assistant Secretary, Assistant Treasurers, or additional Vice Presidents.

Section 2: Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each semi-annual meeting of the members held in February.

Section 3: Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year, unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4: Special Appointments. The Board 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 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. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. 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 6: 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/she replaces.

Section 7: Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. 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 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 and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and may co-sign all checks and promissory notes.

VICE PRESIDENT

(b) The Vice President shall have the authority to act in the 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 of him by the Board, and may co-sign all checks written on behalf of the Association.

SECRETARY

(c) 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, and may co-sign checks.

TREASURER

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and may disburse such funds as directed by resolution of the Board of Directors; may co-sign all checks and promissory notes of the Association; keep proper books of account; cause an annual review of the Association books to be made by a public accountant at the completion of each fiscal year; and may prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, pursuant to the financial distribution requirements set forth in Article VI. If the Association engages the services of a CPA or managing agent to undertake any of these tasks, the treasurer is relieved of those specific duties delegated to such person or entity.

ARTICLE VIII **COMMITTEES**

The Board of Directors may appoint a Nominating Committee as provided in these Bylaws. The Board may appoint an Architectural Control Committee, as provided in the Declaration. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE IX **BOOKS AND RECORDS**

The books of accounting, general records, minutes, and members name and address information shall, during reasonable business hours and upon reasonable written notice and request (stating a purpose therefore, be generally subject to inspection by any member. The Declaration, the Articles of Incorporation and the bylaws of the Association shall be available for inspection by any member at the principal office of the Association where copies may be purchased at reasonable cost.

ARTICLE X
ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual, special, and other assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and subject to late fees and/or interest as more fully provided in the Declaration. As more fully provided therein, 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 for herein by non-use of the Common Area or abandonment of his/her Lot.

ARTICLE XI
AMENDMENTS

Section 1: These By-Laws may be changed, modified or amended, by majority vote of the Board of Directors or by the members at a regular or special meeting, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2: In the case of any conflict between the Articles 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.

ARTICLE XII


FISCAL YEAR/ MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December every year. These Bylaws amend and restate any previous version(s) of bylaws of the Association and supersedes the same in its entirety.

I, Cindi Shannon being the Secretary of the Bellbrook Homeowners Association, a Nebraska non-profit corporation, hereby certify:

The foregoing By-Laws, comprising 10 pages, were adopted as the By-Laws of Bellbrook Homeowners Association at a duly called and held meeting on September 5th, 2019. The Bylaws in effect at present are the same as those adopted on such date by the Bellbrook Homeowners Association.

Bellbrook Homeowners Association, a Nebraska nonprofit corporation,

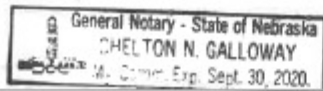
By: , Secretary

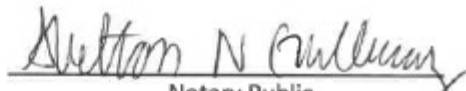
STATE OF NEBRASKA)

COUNTY OF Douglas) ss.

The foregoing was subscribed and sworn to before me by Cindi Shannon, Secretary of Bellbrook Homeowners Association, this 12th day of November, 2017.

[Seal]




Notary Public