

**BYLAWS
OF
HUB HALL HEIGHTS HOME OWNERS
ASSOCIATION
(NON-PROFIT CORPORATION)**

LINCOLN, NEBASKA

2009

Amended 2012

Articles of Organization of Hub Hall Heights Home Owners Association (HHHHOA)

ARTICLE I

Name

SECTION 1 – This Association shall be known as Hub Hall Heights Home Owners Association, Inc., aka HHHHOA.

Location

SECTION 2 – The principal office of the Corporation shall reside with the current Secretary and shall change from time to time as the Secretary of the Corporation changes. The Corporation shall maintain a post office box for official correspondence with its members. The location of the “Properties” shall mean and refer to the following real property described in the First Amended Restrictive Covenants Hub Hall Heights Single Family, (“Covenants”) attached to this document as **Exhibit “A”**.

ARTICLE II

Purpose

SECTION 1 – The Hub Hall Heights Home Owners Association or “Association”, a non-profit organization organized and existing under the laws of the State of Nebraska, the purpose of which is to manage a common interest real estate development. The Association is comprised of groups of homeowners living in a real estate development that enforce restrictions and maintain Common Areas. The Board of Directors governs the Association. The board is elected by the owners of property in the development to implement, through joint efforts of all owners of single-family dwellings located within Hub Hall Heights Subdivisions, Lancaster County, Nebraska, an exemplary community that will combine change with tradition, beauty and functional advancement, while preserving the natural serenity of the gently rolling Eastern Nebraska countryside in which it is situated.

ARTICLE III

MEMBERSHIP

SECTION 1 – Any resident or property owner(s) in Hub Hall Heights Subdivisions, whose dues are paid for the current fiscal year and are in good standing, shall be a Member of the Association. Any Member of the Association is subject to annual membership dues and/or special dues as approved by the Association Members.

SECTION 2 – Any Member of the Association shall abide by the Restrictive Covenants made pursuant to the provisions and shall add the Lots and Commons within Hub Hall Heights, 1st Addition, Lincoln, Lancaster Nebraska to the Restrictive Covenants recorded with the Register of Deeds or Lancaster County, Nebraska, recorded with the Register of Deeds of Lancaster County, Nebraska as **Instrument No. 05-049714** on **August 24, 2005**, and such subsequent restrictions applying to all sections throughout Hub Hall Heights Subdivision.

ARTICLE IV

DUES

SECTION 1 – Association membership dues and payment schedule will be established by vote of the membership at the annual meeting.

ARTICLE V

MEETINGS AND VOTE

SECTION 1. Annual Meeting. The Association shall hold an annual meeting for the election of directors and the transaction of business that may properly come before the membership. The annual meeting of members shall be held on the First Tuesday of December, if not a legal holiday, and if a legal holiday, on the next business day.

SECTION 2. Order of Business. The order of the business at the Annual Meeting of Members shall be as follows:

- a) Call to Order
- b) Proof of notice of meeting or waiver of notice.
- c) Roll Call of Officers
- d) Reading Minutes of Last Annual Meeting
- e) Officers Reports
- f) Communications

- g) Committee Reports
- h) Old Business
- i) New Business
- j) Time and place of next meeting
- k) Adjournment

The order of business may be transposed as occasions require. The presiding officer may, by a majority vote of the members present at any meeting, transpose the order of business. The board is allowed to establish a reasonable time limit and rules for members to speak at or before meetings.

SECTION 3. Special Meetings. Special meetings may be called at any time by a two-thirds (2/3) vote of the Association Board at such time and place as the Association Board directs. The request shall state the purpose of the meeting.

SECTION 4. Meeting Notice. Notice of any meeting shall be sent to all members at their last known address at least **fifteen (15) days** prior to the date of the meeting

SECTION 5. Quorum. 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.

SECTION 6. Voting of Members. Each Member with voting power shall be entitled to **one (1) vote for each lot owned**. When more than one person holds interest in any lot, all such persons shall be Members.

ARTICLE VI

OFFICERS

SECTION 1. Directors. The business of this Association shall be conducted by a Board of **five (5)** Directors, one of whom will be the President of the Association. Directors shall be elected for **three (3) year** terms, with terms staggered such that **one (1)** new director will be elected each annual meeting. After his **3-year** term has ended, a former director must wait **one (1) year** before being elected again to the Board.

SECTION 2. Officers. The Board of Directors shall elect from among their members a President, Vice President, Secretary and a Treasurer. Officers shall serve for **two (2) years** or until a successor is elected.

SECTION 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors at any Regular or Special Meeting for the unexpired portion of the term and until a successor shall have been duly elected and qualified.

SECTION 4. Quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

SECTION 5. Removal. Any director may be removed from the board due to unsatisfactory service or non-performance of duty by a **two-thirds (2/3)** vote of the remaining members of the board.

SECTION 6. Compensation. The office of Treasurer shall receive a stipend approved by the Board as agreed upon by the voting members of the HHH HOA Board with the amount set at the annual meeting. No other officer or director of the board shall receive any compensation.

SECTION 7. Acceptances of Gifts. The President may accept on behalf of the Association any contribution, gift, bequest or devise of property not encumbered by any mortgage or other credit instrument and intended for the general purpose or for any special purpose of the Association. All gifts, contributions, bequests or devises of property encumbered by any mortgage or other credit instrument, may be accepted only by the Board of Directors.

ARTICLE VII

Duties of Directors

SECTION 1. Management of Business. The Association Board shall have general supervision and control of the business and affairs of the Association, and shall make all necessary rules and regulations not inconsistent with law, or with these Bylaws, the Articles of Incorporation, or the Covenants, for the management of the Association. It shall be their duty to require proper records to be kept of all business transactions.

SECTION 2. Meetings. The Association Board shall meet at such time as they may agree upon. The President or **two (2)** directors may convene a meeting of the directors at any time. Notice of such meeting shall be communicated to each director not less than **twenty-four (24) hours** before the meeting is to take place, provided that meetings of the directors may be held at any time, without formal notice, if all directors are present, or those absent have waived notice or have signified their consent to the meeting being held in their absence.

SECTION 3. President. The President shall preside over all meetings of the Association and of the Board, sign as President with the Treasurer all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signatures, call special meetings of the Association and of the Board, and perform all acts and duties usually required of an executive and presiding officer.

SECTION 4. Vice President. The Vice President shall be vested with all the powers of the President in his absence or disability and is charged primarily with physical maintenance, repair, and upkeep of the Commons Area/Commons Facilities, serve as liaison with any contractors for repairs or construction. The Vice-President shall have such powers and discharge

such duties as may be assigned to him from time-to-time by the President or by the Board of Directors.

SECTION 5. Treasurer. The Treasurer shall generally be in charge of all committee work, and shall perform other duties from time-to-time as shall be prescribed by the Board. The Treasurer shall be the custodian of the permanent funds and securities of the Association; shall keep or cause to be kept a full and complete record of all receipts and disbursements; shall pay out money upon approval of the Board; shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; shall sign as Treasurer with the President, all notes, deeds, contracts, conveyances, agreements, and other instruments requiring such signature; shall present a report of receipts and disbursements at each meeting of the Board; and shall present a yearly financial summary at each annual meeting.

SECTION 6. Secretary. The Secretary shall keep a complete record of votes and minutes of all meetings of the Association and of the Board in one or more books provided for that purpose; serve all notices required by law and by these Bylaws; be custodian of the Corporate Records; shall keep a complete record of all business of the Association and make a full report of all matters and business pertaining to his office to the members of the annual meeting; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; shall make all reports required by law and perform such other duties from time-to-time as may be required of him by the Association or by the Board.

SECTION 7. End of Office Responsibilities. Immediately at the termination of office of any officer, they are required to return all books, properties, and any item in their possession that belongs to the Association to the current Secretary.

ARTICLE VIII

Financial Matters

SECTION 1. Checks, drafts, etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be signed in the name of the Association by one of the **four (4)** Executive Committee officers, namely the **treasurer**, of the Association.

SECTION 2. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board may select.

SECTION 3. Fiscal Year. The fiscal year of the Association shall be determined by a majority vote of the Board of Directors.

SECTION 4. Accounting System and Reports. The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system including reports.

SECTION 5. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

ARTICLE IX

Committees

SECTION 1. Executive Committee. The Association shall authorize an Executive Committee consisting of the Association President, Vice President, Treasurer, Secretary to make day-to-day business decisions of the Board. This committee shall have full authority to manage affairs of the Association between meetings of the Board, subject to review and change of actions taken by the board provided that no vested rights of third parties shall be adversely affected thereby.

SECTION 2. – Any member of the Executive Committee who is unable to attend a meeting therefore may name any Director to serve in his stead with full authority in such meeting.

SECTION 3. – The President (or in his absence the Vice President) may call meetings of the Executive Committee upon **twenty-four (24) hours** notice and meetings may be held at any time upon waiver of notice.

SECTION 4. Ad Hoc Committee. A Nominating Committee of **three (3)** members shall be appointed by the President from the membership of the Association.

SECTION 5. Nominating Committee. The Nominating Committee shall present a slate of nominees for the office of director at the annual meeting. There can, however, be nominations from the floor at election time.

ARTICLE X

Bylaws

SECTION 1– The Board shall have the power to make such bylaws as may seem expedient, but such bylaws shall be subject to repeal or amendment by any meeting of this Association. The Board shall not have the power, however, to pass any bylaws that are inconsistent with the Covenants or would alter the status of the Association.

ARTICLE XI

Amendments

SECTION 1– These Bylaws may be amended at any regular or special meeting of the Members or the Board by a **two-thirds (2/3)** vote in person. Notice of the proposed amendment shall be contained in the notice of meeting.

ARTICLE XII

Dissolution

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to a designated recipient, or to another Association or corporation having purposes similar to this Association, or shall be distributed for charitable purposes related to the purposes stated herein, or until such time as this Association is reactivated, such time not to exceed **five (5) years**. No member shall receive any monies from this dissolution.

ARTICLE XIII

Indemnification

This Association shall, to the full extent permitted by law, indemnify any director or officer of this Association against expenses including attorney's fees, judgments, fines and amounts paid in settlement reasonably incurred in the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer of this Association, except in matters in which it is finally adjudged in such action, suit or proceeding that he is liable for negligence or willful misconduct in the performance of his corporate duties.

ARTICLE XIV

Conflicting Provisions

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 Covenants and these Bylaws, the Covenants shall be controlling

Certification

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the Hub Hall Heights Homeowner's Association, a Nebraska Nonprofit Corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the _____ day of _____, 2012.

_____, Secretary