

**BYLAWS  
OF  
WEST SHORES LAKE AND HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the corporation is West Shores Lake and Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be located at 11306 Davenport Street, Omaha, Nebraska 68154, but 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 II

DEFINITIONS

The following definitions shall control the construction of these Bylaws:

Section 1. "Covenants" shall mean the Declaration of Covenants, Conditions and Restrictions dated February 15, 2001 and recorded on February 22, 2001 in Book 1370 at Pages 1-16, as amended by a First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of West Shores, a subdivision in Douglas County, Nebraska, dated October 9, 2001 and recorded on October 11, 2001 in Book 1402 at Pages 643-646, and by the Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of West Shores, a subdivision in Douglas County, Nebraska, recorded on January 23, 2003 in Book 1488 at Pages 454-456, all in the Register of Deeds, Douglas County, Nebraska, and any subsequent amendments thereto which are properly recorded pursuant to the terms of such Covenants.

Section 2. "Lot" shall mean and refer to all Lots which are subject to the Covenants (hereinafter referred to as the "West Shores Lots").

Section 3. "Member" shall mean and refer to those persons entitled to membership in the Association as set forth in the Articles of Incorporation.

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 buyers of a Lot, but excluding those having such interest merely as security for the performance of an obligation.

## ARTICLE III

### MEMBERSHIP

Section 1. Members. The Members of the Association shall be as set forth in the Articles of Incorporation.

Section 2. Annual Meeting. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the first Saturday of December at the hour of 9:00 o'clock a.m. or at a place and time to be specified by Board of Directors.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of one-fourth of the Members.

Section 4. Notice of Meeting. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) days nor more than fifty (50) days before such meeting, unless otherwise specified in the Articles of Incorporation or these Bylaws, 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 day, place and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of Members entitled to vote, or of proxies entitled to vote, twenty-five percent (25%) of the votes of membership shall constitute a quorum for any action except as otherwise provided herein. If the required quorum is not present, 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 date set for the preceding meeting.

Section 6. Proxies. At all meetings of Members, each member may vote in person or by proxy. All proxies shall be dated, in writing, and filed with the Secretary to or at the commencement of the meeting at which the proxy is to be exercised. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot, or, unless otherwise stated in said proxy, upon a date eleven (11) months from its execution.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than three (3) directors.

Section 2. Term of Office. At the second annual meeting the Members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and then one (1) director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) or two (2), director(s), as the case may be, for a term of three (3) years.

Section 3. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall 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 annual meeting of the Members, to serve from the close of such annual meeting of the Members until the close of the next annual meeting of the Members and such appointment shall be announced at each annual meeting. The Nominating Committee shall accept as many nominations for election to the Board of Directors as it receives from the members, in its discretion, but not less than the number of vacancies that are to be filled. Such nominations shall be made from among Members.

Section 4. Election Procedure. Election to the Board of Directors shall be by secret written ballot. At such election, the Members (or their proxies) may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles. The persons receiving the largest number of votes shall be elected.

Section 5. Removal. Any Director may be removed from the Board, with or without cause, by a majority of the votes of the membership of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of the Members.

Section 6. Annual Meetings. Annual meetings of the Board of Directors shall be held within one (1) week following the annual meeting of the Members, without notice to general membership.

Section 7. Regular Meeting. Regular meetings of the Board of Directors shall be held without notice to the general membership, at such place and hour as may be fixed from time to time by a majority of the Board, with prior written notice of at least five (5) days to all Directors, unless said notice is waived by all Directors.

Section 8. Special Meeting. Special meetings of the Board of Directors shall be held without notice to the general members, at such place and hour as may be fixed from time to time by a majority of the Board, with prior written notice of at least five (5) days to all Directors, unless said notice is waived by all Directors.

Section 9. 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 10. Compensation. No Director shall receive compensation for any service he may render to the Association as a Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties and the Association may contract with Directors for the performance of unrelated services at a fair and reasonable compensation.

Section 11. 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 the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

## ARTICLE V

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

(a) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation;

(b) 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

(c) Employ and discharge a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

(d) Enforce the provisions of the Covenants, including the right to bring the appropriate action to enforce the Covenants.

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.

(b) Supervise all officers, agent and employees of this Association, and to see that their duties are properly performed;

(c) As provided in the Articles of Incorporation, to:

(1) Fix the amount of the dues and assessments for membership in accordance with the Covenants, Articles of Incorporation and Bylaws;

(2) Fix the amount of dues and assessments for the improvement, operation and maintenance of the West Shores Lake pursuant to the rules and regulations of the West Shores Lake Rules; and

(3) Cause written notice of the amount and the payment date for the dues to be sent to every Member within thirty (30) days after the date of the determination of the assessment, however, if the Board of Directors fails to send such written notice, that will not relieve the Members of the obligation to pay the assessments.

## ARTICLE VI

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President, who shall at all times be a member of the Board of Directors, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the annual meeting of the Board of Directors within 1 week following each annual meeting of the Members.

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 shall sooner resign, or shall be removed, or is 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 and 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 by 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 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 replaces.

Section 7. Duties. The duties of the Officers 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 agreements and shall co-sign all checks and promissory notes.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her 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; keep the corporate seal of the Association and affix it on all papers requiring said seal; 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 account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and, when required, shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting. In the event the Board of Directors requires, the Treasurer will obtain a bond in the amount and upon the terms that the Board of Directors requires.

## ARTICLE VII

### COMMITTEES

The Board of Directors shall appoint committees as deemed appropriate to carry out the purposes of the Association.

## ARTICLE VIII

### 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 Covenants, 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 IX

### DUES

As provided in the Articles, in order to vote and participate in the Association, each member must pay their dues and assessments on or before its due date in order to be a member in good standing of the Association. The member shall not be permitted to vote as a member of the Association or participate in the Association activities unless the member is current in payment of all dues and assessments.

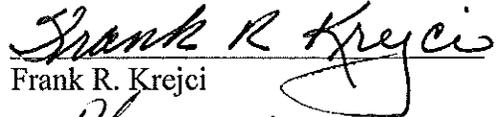
ARTICLE X

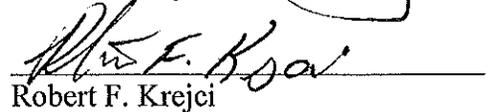
MISCELLANEOUS

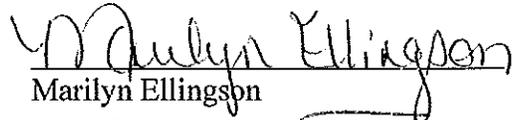
Section 1. Amendments. These Bylaws may be amended, provided such amendment is not inconsistent with the Declaration or Articles of Incorporation, at a regular or special meeting of the Members, by a vote of a majority of the Members.

Section 2. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the thirty-first day of December of every year, except that the first fiscal year shall begin on the date of incorporation and shall end on the next succeeding thirty-first day of December.

IN WITNESS WHEREOF, we, being all of the Directors of the West Shores Lake and Homeowners Association, Inc., have hereunto set our hands this 14<sup>th</sup> day of March, 2003.

  
Frank R. Krejci

  
Robert F. Krejci

  
Marilyn Ellingson

  
Larry Foy

  
Paul Mendlik

**CERTIFICATION**

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the West Shores Lake and Homeowners Association, Inc., a Nebraska Non-Profit 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 14<sup>th</sup> day of March, 2003.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this 14<sup>th</sup> day of March, 2003.

Marilyn Ellingson  
Secretary

**ARTICLES OF INCORPORATION  
OF  
WEST SHORES LAKE AND HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as the Incorporators of a corporation under the Nebraska Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is West Shores Lake and Homeowners Association,  
Inc.

ARTICLE II

Duration

The period of the corporation's duration is perpetual.

ARTICLE III

Type

The corporation shall be a mutual benefit corporation.

ARTICLE IV

Purposes

The purposes for which the corporation is organized are:

A. To engage in the civic non-profit work of the promotion of the health, safety, recreation, welfare and enjoyment of the West Shores subdivision located in Douglas County, Nebraska and the West Shores Lake within the West Shores subdivision for the property owners of the West Shores subdivision and their family and guests;

B. To enforce the Declaration of Covenants, Conditions, Restrictions and Easements of West Shores, a subdivision in Douglas County, Nebraska, which are dated February 15, 2001 and recorded on February 22, 2001 in Book 1370 at Pages 1-16, as amended by a First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of West Shores, a subdivision in Douglas County, Nebraska, dated October 9, 2001 and recorded on October 11, 2001 in Book 1402 at Pages 643-646, and by the Second Amendment to Declaration of Covenants, Conditions, Restrictions and Easements of West Shores, a subdivision in Douglas County, Nebraska, recorded on January 23,

2003 in Book 1488 at Pages 454-456, all in the Register of Deeds, Douglas County, Nebraska, and any subsequent amendments thereto (hereinafter the "West Shores Covenants"), including, but not limited to, the collection of dues and assessments and the bringing of actions to enforce the Covenants;

C. The enactment, amendment and enforcement of rules and regulations relating to the use and enjoyment of the West Shores Lake and collecting dues for the improvement, repair, operation and maintenance of the Lake (the "West Shores Lake Rules").

D. To acquire, construct, landscape, improve, equip, maintain, operate, repair and replace common recreational facilities for the general use, benefit and enjoyment of the property owners within the West Shores subdivision.

E. The promotion, enactment, amendment and enforcement of rules and regulations relating to the use and enjoyment of any common facilities within the West Shores subdivision.

F. The exercise, promulgation, enhancement and protection of the privileges and interests of the residents of the West Shores subdivision;

G. The construction, reconstruction, repair and/or maintenance of any roads, common utilities, grinder pumps and their related equipment which is part of the sanitary sewer system for the West Shores subdivision and common facilities within the West Shores subdivision; and

H. To exercise all of its corporate powers for any lawful purpose or purposes now or hereafter authorized for non-profit corporations by the laws of the State of Nebraska which purposes include, but not limited to, charitable, benevolent, eleemosynary, educational, civic, patriotic, social, cultural, athletic, and scientific as the Corporation's directors shall designate from time to time.

#### ARTICLE V

##### Powers

The corporation shall have all powers now or hereafter authorized for non-profit corporations by the laws of the State of Nebraska, including but not limited to, the following:

A. To enforce the West Shores Covenants, including the collection of dues and assessments as set forth in the Covenants and the bringing of the appropriate action for the enforcement of the Covenants and the collection of the dues and assessments;

B. To enact, amend and enforce rules and regulations for the West Shores Lake, known as the West Shores Lake Rules, including the right to collect the dues and assessments set forth in the West Shores Lake Rules and the right to bring the appropriate action to enforce the West Shores Lake Rules;

C. To construct, reconstruct, repair and maintain common facilities for the general use, benefit and enjoyment of the West Shores subdivision property owners;

D. To construct, reconstruct, repair and maintain the grinder pumps which are a part of the West Shores sanitary sewer system and to provide rules and regulations for the usage, repair and replacement of the grinder pumps and the other equipment which is part of the West Shores sanitary sewer system;

E. The construction, reconstruction, repair and maintenance of the roads and common facilities within the West Shores subdivision;

F. To establish dues, charges, and assessments and to collect and enforce payment of such dues, charges, and assessments. To pay all expenses in connection with the conduct of the business of the corporation, including, but not limited to, all licenses, taxes, governmental charges levied or imposed against the property of the corporation, and all accounting, legal, office and other expenses of the corporation; and

G. To borrow money, and with the assent of two-thirds (2/3) of each class of members present in person or by proxy at a meeting duly called for such purpose, mortgage, pledge or hypothecate any or all of its personal property as security for money borrowed or debts incurred.

#### ARTICLE VI Membership

Every person or entity who is a record owner of a Lot within the West Shores subdivision, in Douglas County, Nebraska, including buyers under land contracts, shall be a

member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

ARTICLE VII  
Voting Rights

The corporation shall have two classes of voting members, Class A Members and Class B Members, defined as follows:

CLASS A: Class A Members shall be all Lot Owners within the West Shores subdivision, and their successors and assigns, with the exception of the Declarant as defined in the Covenants. Each Class A Member shall be entitled to one vote for each Lot owned in the West Shores subdivision. When there shall be more than one person or entity holding an interest in any such Lot, all such persons or entities or both, shall be Members; provided, however, that the vote for such Lot shall be exercised as such persons or entities or both, shall determine, but in no event shall more than one vote be cast with respect to any one Lot. If more than one (1) vote is cast for a Lot, then the first vote cast will be the vote which shall be counted, and if it cannot be determined which vote for such Lot was cast first, then no vote for that Lot shall be counted.

CLASS B: Class B Members shall be the Declarant or its successors and assigns which shall be entitled to fifty votes for each Lot in the West Shores subdivision owned by the Declarant or its successors or assigns or sold to a contractor for future construction of a home. The Class B membership shall terminate when the Declarant, and its successors and assigns, no longer own any Lots in the West Shores subdivision, and no contractor to whom the Declarant sold a Lot to is holding such Lot for future construction.

ARTICLE VIII  
Board of Directors

The management of this corporation shall be vested in a Board of not less than three (3) directors to be elected as provided in the Bylaws, and in a President, Vice President, Secretary and Treasurer to be elected as provided in the Bylaws. Any two offices, except those of President and Secretary or President and Vice President, may be held by one person. The Bylaws may provide for additional officers and directors. The annual meeting of the members and directors shall be held on the date set out in the Bylaws.

Until the first annual election of Directors, the initial Board of Directors shall be five (5) in number and shall consist of the following:

Frank R. Krejci	3323 North 107 <sup>th</sup> Street, Omaha, NE 68134
Robert Krejci	3323 North 107 <sup>th</sup> Street, Omaha, NE 68134
Marilyn Ellingson	3323 North 107 <sup>th</sup> Street, Omaha, NE 68134
Larry Foy	
Paul Mendlik	

ARTICLE IX

Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of the members, however, the corporation shall not be dissolved without first amending the Covenants to provide for and address the dissolution of the Association. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X

Registered Office and Agent

The address of the initial registered office of the corporation is 11306 Davenport Street, Omaha, Douglas County, Nebraska 68154, and the name of the initial Registered Agent at such address is James E. Lang.

ARTICLE XI

Amendments

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

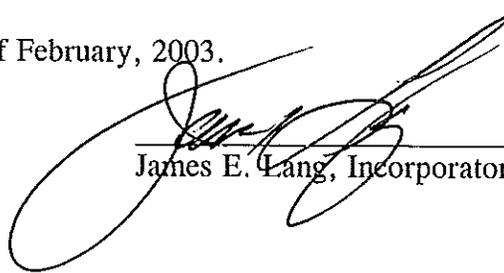
ARTICLE XII

Incorporator

The names and addresses of the incorporator is as follows:

James E. Lang  
Laughlin, Peterson & Lang  
11306 Davenport Street  
Omaha, NE 68154

DATED this \_\_\_\_\_ day of February, 2003.

  
\_\_\_\_\_  
James E. Lang, Incorporator

*Frank R. Krejci*

Frank R. Krejci

*Robert Krejci*

Robert Krejci

*Marilyn Ellingson*

Marilyn Ellingson

*Larry Foy*

Larry Foy

*Paul Mendlik*

Paul Mendlik

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