

BY-LAWS

OF

THE BOULDERS AT WILDERNESS RIDGE TOWNHOMES ASSOCIATION

ARTICLE I. OFFICES

The principal office of the corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster.

The corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. DEFINITIONS

Unless defined elsewhere in the bylaws, capitalized terms shall have the same definition contained in the Declaration of Covenants, Restrictions and Easements for Rokeby Road Townhomes, filed of record in the Office of the Register of Deeds of Lancaster County on April 5, 2005, as Instrument No. 2005-018062 ("Declaration"). As the Assignee of Wilderness Ridge L.L.C., C & H Custom Homes, was the previous Declarant. The successor Declarant is The Boulders at Wilderness Ridge Home Owners Association (HOA).

ARTICLE III. MEMBERS

The corporation shall have Members. A Member shall be those persons or entities designated in the Declaration.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Members shall be held on the Second Tuesday of October, or such date and time, and at such place, as may be designated by the Board of Directors in each year, for the purpose of electing directors and officers and in the transaction of such other business as may come before the meeting.

Section 2. 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 third (1/3) 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 direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by electronic mail, at least 15 days before such meeting to each Member entitled to vote, 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 the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, **nine (9)** 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 a quorum shall not be present or represented at any meeting, the Members shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented.

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. Every proxy shall be revocable and shall automatically cease upon conveyance by Member of the Member's Lot.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The Directors shall have those powers and responsibilities set forth at Article VI, paragraph 4, of the Declaration.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be five (5) and will be the member elected officers plus one Member-at-Large. Each of the five (5) Directors shall have been elected by the members to one of the following offices: President, Vice President, Treasurer, Secretary and Member-at-Large. Each Director shall hold office until his or her successor shall have been duly elected and qualified. The term of office shall be three years excepting the first two years establishing staggering terms. Each Director shall be a Member, who's term begins with the start of the fiscal year.

Section 3. Vacancies. If any vacancy shall occur among the Directors by death, resignation or otherwise, such vacancy may be filled for the unexpired term by the remaining members of the Board of Directors at any meeting thereof. In case of a vacancy in the Board, the remaining Directors shall continue to act, but if at any time the number of Directors then in office shall be reduced to less than a majority of the

number necessary to constitute a full Board, the remaining Directors, though less than a quorum, shall call a special meeting for the purpose of filling the vacancies in the Board.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held periodically, at the call of the President, upon ten (10) days' notice to each Director. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors, upon two days' notice to each Director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any regular or special meeting of the Board of Directors shall be given by telephone or by written notice delivered personally, sent by electronic mail or sent by mail to each Director at his or her address as shown by the records of the corporation. When mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a

quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. 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 of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. Vacancies. A vacancy in an office which has been filled by election of the Board of Directors because of death, resignation, removal, disqualification, or

otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the membership and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bond, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws, or by statute, to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or, in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the

provisions of Article VIII of these By-Laws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VII. COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, which, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking

proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the corporation and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may employ or retain agents or employees, and may authorize any officer or officers, agent or agents or employee or employees of the corporation, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments that are in excess of \$2000, shall be signed by the Treasurer and countersigned by the President or the Vice President of the corporation. Such instruments that are \$2000 or less shall be signed by the Treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director, Member, or the Member's or Director's agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be

adopted by a majority of the Members present in person or by proxy at any regular meeting or at any special meeting of the Members.

In case of a conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of a conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of stock, or of which it is a creditor, against expenses and costs (including attorney's fees) actually and necessarily incurred by him or her, and any amount paid in satisfaction of judgment in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he or she is made party by reason of being or having been such a director, officer, or employee (whether or not a director, officer or employee at the time such costs or expenses are incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action.

ARTICLE XIV. ASSESSMENTS

As more fully provided in the Declaration, each Lot Owner (as defined in the Declaration) is obligated to pay the Association dues and assessments which are secured by a continuing lien upon the property against which the assessment is made. Any dues or assessments which are not paid when due are delinquent. If not paid by

the fifteenth (15) day after the due date of the dues or assessments, the delinquent dues or assessments shall bear interest at the rate of 16% per annum, compounded annually. The Association may bring an action against the Lot Owner obligated to pay the dues or assessments or foreclose the lien against the property, and pursue any other legal or equitable remedy, and any interest, costs, and reasonable attorney's fees related to any such action shall be added to the amount of such assessment. No Lot Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of any Lot.

the undersigned Secretary of **THE BOULDERS AT WILDERNESS RIDGE TOWNHOMES ASSOCIATION** hereby certifies that the foregoing BY-LAWS were adopted by the board of directors on September 16th, 2021

James Pattavina, President