

**RESTATED BY-LAWS OF  
WHITETAIL LAKE ASSOCIATION**

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ARTICLE I  
NAME AND LOCATION

The name of the corporation is Whitetail Lake Association, hereinafter referred to as the "Association". The initial principal office of the corporation shall be located at #45 Stires Lake, Columbus, Platte County, Nebraska, but meetings of members and directors may be held at such places within the State of Nebraska, County of Platte, as may be designated by the Board of Directors.

ARTICLE II  
DEFINITIONS

Section 1. "Association" shall mean and refer to the Whitetail Lake Association, its successors and assigns.

Section 2. "The Properties" shall mean and refer to all existing properties, and additions thereto, defined and described in the Declaration of Covenants, Conditions, and Restrictions including "Common Properties", as therein defined, and including such additions as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean all real property and personal property owned, leased, or managed by the Association for the common use and enjoyment of the owners.

Section 4. "Lot" shall mean and refer to any plot of land distinctly described by metes and bounds and thereby subdivided for separate use or any plot of land shown upon any present or future recorded subdivision plat or community unit or similar plan of "The Properties", with the exception of "Common Properties", as heretofore defined.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title of any Lot included within "The Properties"

but, notwithstanding any applicable theory of mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee shall have acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 6. "Developers" shall mean and refer to those persons identified as "Developers" in the Declaration, their successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to "The Properties", dated March 22, 1983, and recorded in the office of the Register of Deeds of Platte County, Nebraska.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### ARTICLE III MEETING OF MEMBERS

Section 1. Semi-Annual Meetings. The first annual meeting of the members shall be held pursuant to call of the Directors within one (1) year from the date of incorporation of the Association. Semi-annual meetings of the members shall be held on the second (2nd) Tuesday in the months of April and October of each year, at the hour of 8:00 o'clock p.m.

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 the members who are entitled to vote one-fourth (1/4) of all of 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 posting a copy of such notice in a conspicuous manner at each entry to the properties, that is to say, each entry to the Whitetail Lake Subdivisions at least ten (10) days before such meeting or by mailing a copy of such notice, postage prepaid, at least ten (10) 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, unless other or different notice is provided for in the Articles of Incorporation, the Declaration or these By-Laws, in which case such other or different notice shall be given. 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, one-fourth (1/4) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members or their representatives who are present and entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or 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 the member of his Lot in the case of an owner, or the termination of the leasehold interest of a member in the case of a lessee.

#### ARTICLE IV

##### BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of five (5) directors, who shall be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each semi-annual meeting held in October annually thereafter, the members shall elect one or two directors, as required, for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of all the votes of the members 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 for the unexpired term of his predecessor.

Section 4. 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 as director. A director may contract with the Association to supply goods or services not otherwise part of his duties as a director.

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 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 by a Nominating Committee. Nominations may also be made from the floor at the semi-annual meeting held in October. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or three other members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each October semi-annual meeting of the members, to serve from the close of such October semi-annual meeting until the close of the next October semi-annual meeting and such appointment shall be announced at each October semi-annual meeting. 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 shall be made from among 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, in respect to each

vacancy, as many votes as they are entitled to exercise under the provisions of the Articles and Declaration. The persons 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 not less than quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a Saturday, Sunday or legal holiday, then that meeting shall be held at the same time on the next day which is not a Saturday, Sunday or legal holiday.

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 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 power to:

(a) Adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the right to use of the recreational facilities located on the Common Properties of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) Enter into and carry out the responsibilities and duties of any management agreement covering any of the Properties;

(d) 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 By-Laws, the Articles of Incorporation or the Declaration;

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

(f) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties. An officer or director of the Association may be so employed.

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, and at any special meeting when such statement is required 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 30 days in advance of each annual assessment period;

(2) Send written notice of each assessment to every lessee or owner subject thereto at least 30 days in advance of each annual assessment period;

(3) Foreclose the lien against any property for which assessments are not paid within 30 days after due date or to bring an action at law against the owner personally obligated to pay the same; and

(4) Fulfill all the duties, responsibilities and obligations of the Association as set forth in the Declaration.

(d) Issue, or to cause an appropriate officer to issue, upon demand by any persons, 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 property owned or managed by the Association;

(f) Cause all officers, directors or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Properties to be maintained.

(h) Permit skiing upon the waters of the Common Properties subject to reasonable regulations.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times 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.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each October semi-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 year unless he or 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 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:

(a) President. The president shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deed and other written instruments 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 absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him 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 and serve notice of meetings of the Board and of 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, if required by the Board of Directors; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular semi-annual meeting, and deliver a copy of each to the members.

#### ARTICLE IX COMMITTEES

The Association shall elect an Architectural Review Committee, as provided in the Declaration, and the Board of Directors shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

#### ARTICLE X 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 reasonable cost.

#### ARTICLE XI ASSESSMENTS

The annual assessment period shall commence on the first day of January of each year. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. The due date or due dates of

any assessment shall be fixed by the Board of Directors at the time of assessment. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within 30 days after the due date, the assessment shall bear interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the member personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No member may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Properties or abandonment of his Lot.

ARTICLE XII  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words "Whitetail Lake Association".

ARTICLE XIII  
AMENDMENTS

Section 1. 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; provided, however, any amendment of Article VII, Section 2(h) shall require a vote of three-fourths (3/4) of such members.

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 XIV  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Lowest Structure Level. The lowest level of any structure on the properties shall be 1438 feet above M.S.L., as determined by reference to bench mark #3302 described in the preliminary plat of Whitetail Lake Subdivision filed with the City of Columbus.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Whitetail Lake Association, a Nebraska non-profit corporation, and

THAT the foregoing By-Laws constitute the Restated By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 8<sup>th</sup> day of October, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association on this 8<sup>th</sup> day of October, 1996.

Jean A. Specht  
Secretary

(seal)