

BY-LAWS  
OF  
ROCKBROOK SWIMMING POOL ASSOCIATION  
(EFFECTIVE APRIL 23, 1975)

ARTICLE I

Meetings

1. The annual meeting of the members shall be held in Douglas County, Nebraska during the month of April each year, at such specific place and time as shall be designated by the Board of Directors. The Board of Directors shall cause notice of said meeting to be given to each member not less than seven (7) days prior to the date of said meeting.
2. Special meetings of the members may be held from time to time upon the call of the Board of Directors or any three officers, or upon the petition of any twenty members. Not less than five day's notice of such special meeting shall be given to each member, which notice shall include the time and place of said meeting and shall indicate the purpose of said meeting or the nature of the business to be transacted.
3. The presence, either in person or by proxy of ten per cent (10%) of the Voting Members, as hereinafter defined in Article IV, shall constitute a quorum at all meetings of the members.
4. Each Voting Member shall be entitled to cast one vote on any matter placed before the members. Such vote may be cast either in person or by proxy.

## ARTICLE II

### Board of Directors

1. The Board of Directors shall consist of nine persons, all of whom shall be elected from among the Members of the corporation as hereinafter provided. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified.
2. The Directors shall be elected at the annual meeting of the members and shall assume office the first of October following his election. At the first meeting of the members three Directors shall be elected for a three-year term; and three Directors elected for a two-year term; and three Directors shall be elected for a one-year term. Thereafter, at each annual meeting of the members; three Directors shall be elected for a three-year term. No director may succeed himself until a period of one year shall have elapsed between the completion of his term and his re-election to the Board.
3. The three members voted Directors at the annual member's meeting to fill vacancies of Directors whose three-year term will expire shall, effective the date of their election and until the date they take office, sit with the Board of Directors as non-voting members and shall become members of the Association's Social Committee. The President shall appoint the Chairman of the Social Committee from this group.
4. Any vacancy existing on the Board of Directors may be temporarily filled by the Board of Directors until the following annual meeting of the members, at which time the members shall specially elect a Director to fill said vacancy if said vacancy related to a Director's term not then expiring.

5. Meetings of the Board of Directors shall be held not less than once each calendar quarter. Said meetings shall be held at the call of the President, the Secretary, or any three Directors. Notice of Directors' meetings shall be given to each Director not less than three days prior to the date of said meeting, which notice shall include the time and place of the meeting. The Annual meeting of the Board of Directors shall be held during the first two weeks of October following the annual meeting.
6. A Director may be removed from office by a two-thirds vote of total Voting Members, voting in person or by proxy, at any annual or special meeting of the members.
7. The presence, either in person or by proxy of five voting Directors shall constitute a quorum at any meeting of the Board of Directors.

## ARTICLE III

### Officers

1. The executive officers of the corporation, all of whom shall be members of the Board of Directors, shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may elect such additional officers as they deem necessary or appropriate.
2. The officers shall be elected by the Board of Directors for one-year terms at the annual Board meeting to be held during October. Elections need not be by ballot. No member may hold more than one executive office.
3. The President shall be chief executive officer of the corporation and shall have general direction and management of its business and Internal affairs. He shall preside at all meetings of the members and Directors at which he may be present.
4. The Vice President, the Secretary, the Treasurer, and such other officers as may be elected, shall perform the usual functions of their office subject to any enlargement or restriction of said duties by the Board of Directors.
5. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.
6. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE IV

### Members

1. Membership in the corporation shall consist of those persons who, while they were residents of Douglas County, Nebraska, heretofore subscribed to a membership application in the Association and who shall have been elected to membership by a two-thirds vote of the Board of Directors.
2. New memberships in the corporation shall be limited to residents of Douglas County, Nebraska. Said new members shall also be elected by a two-thirds vote of Board of Directors.
3. Membership in the corporation shall consist of family units and shall include all regular members of such family unit. Each household shall be entitled to only one vote at any member's meeting.
4. A family is eligible to membership in the corporation only if some member of the household is the owner of a membership bond hereinafter described.
5. Members are divided into the following classes:
  - i. Resident Voting Member- the holder of membership bond or his spouse who is a resident of Douglas County, Nebraska on the first day of April of each year and who, as of that date is not indebted to the Association.
  - ii. Non-Resident Voting Member- I' the holder of a membership bond who qualifies as a Registered voting Member, except that he is not a resident of Douglas County, Nebraska on the first day of April prior to the swimming pool season.

- iii. Inactive Voting Member- the holder of a membership bond who qualifies either as a Resident Voting Member or Non-Resident Voting Member, but who does not desire to utilize the swimming pool and all other recreational facilities owned or operated by the Association for a forthcoming summer season and who manifests such Intent by providing the Board of Directors with written notice of such desire on or before March 15th of the forthcoming swimming pool season.
6. Non-Voting Member- the holder of a membership bond who does not qualify as either a Resident, or Non-Resident, or Inactive Voting Member because he is indebted to the Association on the first day of the month of the annual members meeting.
- i. A Non-Voting Member may be reinstated as a Voting Member in the Association by the Board of Directors, provided said Non-Voting Member has paid to the Association all delinquent accounts; his reinstatement is approved by two-thirds of the Board of Directors; and the effective date of the reinstatement, determined by the Board of Directors is not less than 60 days following the date of payment of his delinquent account.
  - ii. In the event the Non-Voting member tender's payment of his delinquent account and the Board of Directors declines to reinstate the Non-Voting member to the status of Active Member, said act of the Board of Directors shall be considered a redemption of the Non-Voting Member's membership bond pursuant to paragraph 7 of Article VI of these By-Laws.

7. Voting Members of the corporation shall be entitled to the use and benefit of the corporation's facilities and all privileges of transfer of bonds set out in this Article, subject to such pool rules and other regulations as may be adopted by the Board of Directors.
  - i. Inactive Voting Members of the corporation shall, in addition to privileges set out in "a" above, be allowed to assign their right of use and benefit of the corporation's facilities to a family residing in Douglas County, Nebraska, who are not a member of the corporation by making written request to the Board of Directors, in the manner prescribed by the By-Laws and rules and regulations as to temporary use permits as may be adopted by the Board of Directors.
  - ii. In the event such request is granted by the Board of Directors and the Inactive Voting Member's designee for temporary use privileges qualifies for such status and fulfills and complies with all regulations of the corporation the Inactive Voting Member shall be relieved of his obligations to the corporation to the extent they are fulfilled by his designee for temporary use of the privileges.
8. Non-Voting Members of the corporation shall not be entitled to the use and benefit of the corporation's facilities and/or any privileges that may be provided members by these By-Laws or rules and regulations as may be adopted by the Board of Directors including, without limiting the generality of the foregoing, to all privileges contained in these By-Laws or rules or regulations of the Association, with respect to the transfer of membership bonds.
9. Except as provided in 6.ii. above, membership in the corporation, or right to use and benefit of a membership privilege, shall not be assigned or otherwise transferred.

10. Any member may be expelled or suspended from the organization for just cause after a hearing, by a two-thirds vote of the total membership of the Board of Directors. Cause for expulsion or suspension shall be determined by the Board of Directors, and may consist of violations of these By-Laws, other regulations of the corporation, failure to pay indebtedness to the corporation within the time specified, misuse or destruction of corporation property, obnoxious habits, conduct unbecoming a lady or gentleman, or any other act or omission on the part of a member which the Board of Directors determine as detrimental to or reflecting discredit upon the Association. Authority to suspend a member from Association privileges not to exceed ten days may be delegated by the Board of Directors.
11. A member may resign from the corporation at any time by submitting a resignation in writing to the Board of Directors. By such resignation a member cancels any membership rights and privileges he may have in the corporation, renounces all claim upon the corporation, and assigns and transfers any and all rights he may have in his membership bond to the corporation.
12. Membership in this corporation shall not exceed 400 members.
13. Applications for membership shall be accepted only by the Membership Chairman or acting Membership Chairman. Applications shall be accepted only when made in writing on forms approved by the Board of Directors, and made by the head of a household, or his spouse, of a family qualified for membership as hereinafter provided.



14. In the event that the membership is at the number of four hundred (400), applications:

- i. membership shall be added at the bottom of a membership waiting list maintained by the corporation, except as provided for in ii., below.
- ii. in the event a Voting Member notifies the Board of Directors that he desires to terminate his membership in the corporation, other than by resignation as set out in Section 9 of this Article, and the membership number is at four hundred (400) members, said member's membership bond shall be offered to applicants on the membership waiting list in order, beginning with the oldest date of application; provided that the terminating member may designate that the transfer of his bond be offered to the applicant who purchased as his residence, the residence owned by the terminating member, and provided further that such applicant fulfills the following additional requirements:
  1. is 18 years of age or older; or married, if younger;
  2. is a resident of Douglas County, Nebraska;
  3. pays to the corporation \$200 for purchase of the terminated bond, a registration fee of not less than \$3.00, and a proportional amount of the annual dues (as described in Section VI within seven calendar days after the date of an offer of membership;
  4. is approved for membership by the Board of Directors.
- iii. In the event an applicant declines an offer of membership or does not fulfill the requirements for membership as set out in "b." above of this Section, the applicant shall be dropped from the membership waiting list, or, at the request of the applicant,

dropped to the bottom of the waiting list as though such request was a new application for membership.

- iv. An offer of membership shall mean that the Membership Chairman has attempted to notify the applicant of the availability of a membership bond either orally or in writing at the applicant's address as recorded in the records the Membership Chairman. An applicant who cannot be so notified in a reasonable time as determined by the Membership Chairman shall be considered as declining an offer of membership.

15. In the event a Voting Member notifies the Board of Directors in writing and desires to terminate his membership in the corporation (other than by resignation as set out in Section 9 of this Article) and the membership of the Association is at that time less than four hundred (400) in number, said Voting Member shall be added to the bottom of a membership selling list maintained by the corporation.

- i. In the event a membership selling list exists, the membership bond of the Voting Member on the membership selling list with the oldest date of notification of desire to terminate membership shall be transferred to new members when they are approved by the Board of Directors, except that the membership bond of a Voting Member who obtained the new membership shall be transferred to the new member; provided the new member's application form, when submitted lists the Voting Member as a transferor of the membership bond and said listing is verified by the Board of Directors prior to transfer of the membership bond.
- ii. At the discretion of the Board of Directors membership bonds owned by the Association may be transferred to a new member in advance of any member's bond. Such discretion

shall not be exercised by the Board of Directors unless an express declaration is made that such action is determined to be necessary and all members are notified of same together with the basis of the declaration, prior to any transferal of bonds under this paragraph.

- iii. If a Voting Member's membership bond would otherwise qualify for transfer pursuant to "i." above but is prevented from such transfer by operation of this paragraph, the name of the transferor Voting Member shall be added to the bottom of a priority membership selling list maintained by the Association and transfer of membership bonds shall be made from this priority membership selling list prior to any transfers from the membership selling list.

16. The Board of Directors may issue temporary use permits to nonmembers of the Association, provided the number of Voting Members in the Association is less than four hundred (400) in number as of the date of the annual member's meeting, or where full membership exists, there is an excess of ten (10) Inactive Voting Members as of that date.

- i. Applications for temporary use permits shall be accepted and acted upon in the same manner as prescribed for membership applications set out in Sections 11, 12 and 13 of this Article, except where the temporary use permit is issued to a family other than one designated by a particular Inactive Voting Member, preference shall be given by the Board of Directors to the interest of Inactive Voting Members who move outside Douglas County, Nebraska, provided the temporary use permit is not issued pursuant to "ii. below.

- ii. In the event the number of Non-Voting Members In the corporation Is greater than ten (10) in number, the Board of Directors shall determine the number of temporary use permits that shall be applied against the suspended use privileges of Non-Voting Members. In such event, temporary use permits Issued by the Board of Directors, other than those Issued to designees of an Inactive Member pursuant to 6. b. above, shall be applied against the number of suspended use privileges designated by the Board of Directors prior to an application against an Inactive Member's bond. When a suspended use privilege of Non-Voting Members is used for issuance of a temporary use permit, Non-Voting Members shall derive no benefit from the Issuance of such temporary use permit, except that Non-Voting Members who are in the process of reinstatement to the status of Voting Member shall, If requested by the Board of Directors, be included on the list of Inactive Members effective the date of their reinstatement; and, If the reinstated member makes a written request to the Board of Directors, will be entitled to the prorate share of any membership dues obtained from the issuance of a temporary use permit attributable for their membership use privilege.
- iii. For a non-member family to be eligible for a temporary use permit, they shall fulfill the following requirements:
  1. an application with the Board of Directors for temporary use of the Association's facilities on a form approved by the Board of Directors.
  2. be 18 years of age or older; or married, if younger.
  3. be a resident of Douglas County, Nebraska.

4. pay to the corporation the assessed annual dues for the swimming season in which the temporary use permit will be valid and a temporary use permit fee of not less than \$20.
  5. be approved for a temporary use permit by the Board of Directors.
- iv. Temporary use privileges shall entitle a non-member family and its guests to the same privileges and subject him to the same obligations as a member, except for special assessments during the period of his temporary use permit.
  - v. A temporary use permit may be cancelled at the pleasure of the Board of Directors. A temporary use permit shall be cancelled when requested in writing by the Voting Member who assigned Its use privileges to the non-member family, or when the membership bond of the designating Voting Member is transferred.

## ARTICLE V

### Books and Records

1. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.
2. The accounts of the corporation shall be audited annually by a method to be specified by the Board of Directors. Copies of the audit shall be available to all Voting Members at the annual membership meeting.

## ARTICLE VI

### Dues, Fees and Assessments

1. The Board of Directors each year shall establish and assess membership dues, a guest fee schedule, and a non-member temporary user schedule, Membership dues shall be on a calendar year basis and may be pro-rated.
2. For constructing swimming pool facilities, the corporation shall issue bonds, in the face amount of One Hundred Seventy-Five and no 100ths (\$175.00) Dollars each, which bonds shall be known as membership bonds. Said bonds outstanding shall not exceed four hundred (400) in number at any one time.
3. The face amount of the Membership Bond may be increased by amendment, for capital improvements, in such amount as shall be mutually agreed upon by a majority vote of

the votes cast at any member's meeting, notice of which proposed amendment must be given as provided for herein whether it be at the annual meeting or at a special meeting. For the cost to "each bondholder of twenty and no 100ths (\$20.00) Dollars, the Association will issue a rider to the present bond in the amount of twenty-five and no 100ths (\$25.00) Dollars raising the face value of the bond plus rider to two hundred and no 100ths (\$200.00) Dollars. The additional twenty and no 100ths (\$20.00) Dollars will be paid by July 1, 1966, In the event this amount is not paid by July 1, 1966, the Board of Directors may cancel such delinquent memberships as provided In Article VI, paragraph 7 of the Association By-Laws. Any new bond purchase after the date of the approval of this amendment will be at two hundred and no 100ths (\$200.00) dollars. Any bond redemption after the approval date will be at two hundred and no 100ths (\$200.00) Dollars providing a rider has been purchased. Membership bonds shall contain no maturity date and shall not be assignable or transferable except as provided in these By-Laws or where not provided far. with the consent of the Board of Directors. Said bonds shall be redeemed by the corporation only upon such terms as may be adopted from time to time by the Board of Directors provided, however, that if a member holding a membership bond is expelled from the corporation, the corporation shall redeem his bond immediately.

4. Not less than 25 days before the annual opening date of the corporation's swimming season all voting members and/or holders of temporary use permits shall , be billed for annual membership dues and all other existing Indebtedness to the corporation; and

shall be delinquent if all such indebtedness is not paid in full by the date stated in the billing, or if no date is stated in the billing within 30 days from the date of billing.

5. Any indebtedness to the corporation not paid in full as set out in 4. above shall automatically incur a penalty charge of \$1.00 or 20% of the indebtedness whichever penalty amount is greater. Thirty days after assessment of a penalty charge or billing of a delinquent account and each 30-day period thereafter, a member's account shall automatically incur an overdue payment charge of 1-1/2% per month until paid.
6. Membership rights of all individuals included in a family membership shall be automatically suspended during any period the voting member is delinquent in existing indebtedness to the corporation. If the holder of a temporary use permit is delinquent in existing indebtedness to the corporation, the permit shall be automatically cancelled.
7. Each member shall have the responsibility to provide the Association Written notice of any change in his permanent mailing address. In the event the Association mails notices to the last known mailing address of a member and said mailing is returned, the Association shall make a reasonable attempt to obtain the member's forwarding address. In the event the forwarding address cannot be obtained the member's name shall be included on an Unknown Member list at the next meeting of the Board of Directors following the date it is determined said forwarding address cannot be obtained. Any member whose name is on the Unknown Member List for a period of 1 calendar year shall be deemed to have resigned from the Association as provided in Section 9 of Article IV.



8. When a family membership or temporary use permit is issued (or cancelled) a proportional number of annual dues to be charged (or refunded) shall be determined based on the month, without regard to the day of the month, of the Issuance (or cancellation). Refunds shall be made only if already paid and after deducting all indebtedness to the corporation, if any. Refunds and charges will be according to the following schedule:
  - a. Issuance
    - i. May or June, total amount of annual dues will be charged.
    - ii. July two-thirds of annual dues will be charged
    - iii. August one-third of annual dues will be charged.
    - iv. September, no annual dues will be charged.
  - b. Cancellation
    - i. May, total amount of annual dues will be refunded.
    - ii. June three-fourths of annual dues will be refunded.
    - iii. July, one-half of annual dues will be refunded.
    - iv. August one-fourth of annual dues will be refunded.
    - v. September, no annual dues will be refunded.
9. In the event any dues, fee, or assessment levied by the Board of Directors is not paid within sixty (60) days of the assessment thereof, the Board of Directors, upon ten days' written notice, may cancel such delinquent membership. In such event, the membership bond and rider representing said membership shall be redeemed by the payment of Two Hundred and no/100ths (\$200.00) Dollars, less dues, fees, or

assessments wed by said membership, which payment shall be in full accord and satisfaction of the corporation's liability on said bond.

10. In the vent of the liquidation or dissolution of the corporation, the membership bonds shall constitute a general lien upon the corporate assets inferior and junior to all other debts and obligations of the corporation.

11. All fees, dues, assessments or other charges herein mentioned are exclusive of any taxes which may be imposed by any governmental body or agency.

## ARTICLE VII

### Miscellaneous

1. The Board of Directors shall have the authority to establish committees and grant rule-making power to such committees.
2. The Board of Directors shall have authority to define and regulate guests as to the use of corporate facilities and the admission fee if any which shall be charged such guests.
3. The Board of Directors shall have powers granted the corporation not expressly reserved from them by the Articles of Incorporation or these By-Laws. Said powers and authority may be delegated by the Board of Directors to one or more of the Executive Officers.
4. These By-Laws may be amended by a two-thirds vote of the Board of Directors or by a majority vote of the total membership at any members' meeting.
5. All notices to members, as required by the By-Laws shall be given to each member at the latest address recorded on the Association's records.
6. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "corporate seal".

## ARTICLE VIII

### Dissolution of Corporation

At any special meeting the Association may elect to dissolve by a vote of three-fourths of the entire membership. The members may cast their vote in person or by written ballot received by the Secretary prior to the time of such special meeting. In the event such dissolution is voted, the vote of a majority of the members voting shall designate three members as trustees who, on behalf of the Association and within the time fixed by the members at the time of their designation or within any extension thereof, shall liquidate its assets and distribute them in accordance with the laws of the State of Nebraska and the Articles of Incorporation.