

**Bylaws of  
Dundee-Memorial Park Association Corporation**

ARTICLE I. OFFICE. The principal office of the corporation is c/o Dan Rock, Attorney, 9290 W Dodge Road, Omaha, Nebraska 68114.

ARTICLE II. MEMBERS. The corporation shall have members, with dues for membership established by the Board of Directors from time to time. The members will have no voting rights.

ARTICLE III. OFFICERS. The Corporation shall have a President, Secretary and Treasurer, and such other officers as the Board of Directors deems appropriate from time to time.

- (a) President. The duties of the President include presiding over the Board of Directors meetings and members meetings, representing the corporation in public affairs and among other organizations, and responding to concerns and questions of neighborhood residents. He or she will have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts, or other instruments of the Corporation as authorized by the Board, shall make reports to the Board and members, and shall perform any and all other duties as are incident to the office or are properly required by the Board.
- (b) Secretary. The duties of the Secretary include taking the minutes of Board meetings and maintaining a record of the past meetings and all other duties as are incident to the office or are properly required by the Board.
- (c) The duties of the Treasurer are to keep the financial records, make and/or monitor deposits, pay bills, reconcile accounts on a regular basis, and report to the Board the financial condition and financial activities of the Corporation and all other duties as are incident to the office or are properly required by the Board.

ARTICLE IV. DIRECTORS.

Section 1. Number, Qualification, Term, Quorum.

- (a) The property, affairs, and business of the Corporation shall be managed by a Board of Directors consisting of not less than three directors nor more than 18, all of which must be members of the Corporation. Each director shall serve for a term of three years or until his or her successor shall be elected and duly qualified.
- (b) As of the date of the adoption of these Bylaws, the Board of Directors consists of the following persons, with the expiration of their terms on the 31<sup>st</sup> of May of the year as designated below:
  - 1. Raquel Ahlvers (2017)
  - 2. Tom Craig (2015)
  - 3. Peg Gibbs (2016)
  - 4. Mary Green (2017)
  - 5. Historian (2015)
  - 6. Adam Langdon (2016)
  - 9. Mike Walenta (2016)
  - 10. Sara Nelson (2017)
  - 11. Rodney Olden (2015)
  - 12. BJ Reed (2016)
  - 13. Molly Romero (2017)
  - 14. Dave Schinzel (2015)

7. Peter Manhart (2017)

15. Ellen Shurson (2017)

8. Eli McNichols (2015)

16. Bob Welk (2016)

- (c) A minimum of five directors, or 1/3 the number of directors, whichever is less, shall constitute a quorum for the purpose of taking any action that binds the corporation. If, at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. In case there are vacancies on the Board, the remaining directors, although less than a quorum, may by a majority vote, elect a successor or successors for the unexpired term or terms.

Section 2. Election of Directors. Directors shall be elected, or re-elected, by the current Board of Directors by a majority vote of those present at a meeting, provided there is a quorum present. There is no limit to the number of terms a director may serve. By custom, past Presidents shall serve at least one term ex officio as director beyond their term as President.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held at those times as are fixed from time to time by resolution of the Board. Special meetings may be held at any time upon call of the President, the Vice President, or any two directors, upon notice in person or in writing, including by email, at least three days prior to the day of the meeting. Notice need not be given of regularly scheduled Board meetings. Meetings may be held at any time without notice if all directors are present or if, before the meeting, those not present waive such notice in writing, including by email. Notice of a meeting need not state the purpose of, nor the business to be transacted at, any meeting.

Section 4. Election of Officers. The Board of Directors shall elect the Officers of the Corporation, which offices shall include: President, Treasurer and Secretary. The same person shall not hold simultaneously the positions of President and Treasurer or President and Secretary. Other Officers that the Board may elect include: Vice President, President-Elect.

Section 5. Removal. At any Board meeting, any director may be removed for any reason by a majority vote of the Directors present, provided there is a quorum present at the meeting.

Section 6. Resignation. At any time, a Director may resign from the Board by sending to the President in writing, including by email, notice of his or her desire to resign, with a specified effective date.

Section 7. Indemnification.

- (a) The Corporation shall indemnify each of its directors and officers whether or not then in service as such (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she is or was a director or officer of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duty as Director or Officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

- (b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which that director or officer may be entitled.

Section 8. Compensation. Directors, and members of any committee of the Board of Directors, shall be entitled to reimbursement for any reasonable expenses incurred in performing duties or functions authorized by the Board. Under no circumstances will any director or officer of the Corporation receive compensation for services performed in fulfilling their duties as a director or officer.

Section 9. Committees. The Board of Directors may appoint any committees it may deem appropriate. Each committee shall have and may exercise powers expressly conferred upon the committee by the Board. A majority of each committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the Board. The Board shall have the power to fill vacancies in, to change the size of membership of, and to discharge any committee at any time and in its sole discretion.

ARTICLE V. DEPOSITS. The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

ARTICLE VI. AMENDMENTS. The Board of Directors shall have the power to amend, alter or repeal these bylaws, and to adopt new bylaws, from time to time, by an affirmative vote of a majority of the Board present at a meeting of the Board of Directors, provided there is a quorum present and further provided that notice of the proposal to make, alter, amend or repeal the bylaws was included in the notice of the Board of Directors meeting at which such action takes place.

ARTICLE VII. FISCAL YEAR. The fiscal year shall begin on the first day of July in each year and end on the 31<sup>st</sup> day of June in each year.