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**AMENDED
BYLAWS
OF
OAKWOOD EAST HOMEOWNERS ASSOCIATION, INC.**

These Amended Bylaws are made this 19th day of January 2006, by Oakwood East Homeowners Association as voted and approved at the January 2006 Annual/Adjourned Membership Meeting.

ARTICLE 1

NAME AND LOCATION. The name of the Corporation is OAKWOOD EAST HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." The principal office of the Corporation shall be located at Gray & McClendon, Inc., 2601 NW Expressway, Suite 901 East, Oklahoma City, OK 73112, but meetings of members and directors may be held at such places within the State of Oklahoma, County of Oklahoma, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. "Association" shall mean and refer to Oakwood East Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described as follows:

The Northeast Quarter of Section 8, Township 11 N, Range 1 W, I.M. According to the Government survey thereof: Except a strip 53-1/3 rods (880 feet) wide along the East side and Except the South-half of the South-half of the Northeast Quarter of said section.

The Northwest Quarter of said Section 8: Except the following described tracts: Beginning at the Northwest corner of the Northwest Quarter of said section; thence East 2325 feet; thence South 670 feet; thence West 1110 feet; thence Southwesterly 56.3 feet; thence West 125 feet; thence South 125 feet; thence Southwesterly 304 feet; thence West 125 feet; thence South 1275 feet; thence West 710 feet; thence North 2325 feet to the point of beginning. And such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property whether improved or unimproved, owned, leased, or controlled by the Association for the common use and enjoyment of the members of the Association.

Section 4. "Limited Common Area" shall mean all real property, whether improved or unimproved, owned, leased or controlled by the Association which is reserved for the common use and enjoyment of a specified group of the Association members to the exclusion of the remainder of the Association members (4 entrances).

Section 5. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas and the Limited Common Areas.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is or may become a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions and/or Amended Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of the County Clerk of Oklahoma County, Oklahoma.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration. Regarding duplexes: if owned by more than one party, each side shall be entitled to vote, though occupying one Lot.

ARTICLE III CLASSES OF MEMBERSHIP AND VOTING RIGHTS

The Association shall have one (1) class of voting membership, as follows:

Section 1. Voting Classes.

Class A. Class A Members shall be all those Owners of single-family residential lots. Class A Members, when a class vote is required, shall vote as a class. Each Class A member shall be entitled to one vote for each Living Unit Lot in which he holds the interest required for membership for Article IV. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Section 2. Class A Votes. Each Class A member shall be entitled to vote as a class, only when the proposal to be voted on:

- (a) Provides for an increase in the annual assessment as to such class, and which proposed assessment requires the approval by the Members of the Association;
- (b) Provides for special assessments for capital improvements to be assessed against the particular class;
- (c) Provides for the merger, consolidation, liquidation or dissolution of the Association;
- (d) Provides for the sale of all or substantially all of the assets or properties of the Association; provided, however, that the mortgage, pledge or hypothecation of all or substantially all of the assets or properties of the Association for the purpose of obtaining funds or credit with which to acquire, improve or repair all or part of such assets or properties of the Association shall not be deemed a sale of all or substantially all of the assets or properties of the Association;
- (e) Provides for the election of Directors of the Association in accordance with the Bylaws of the Association;

ARTICLE IV
MEETING OF MEMBERS

Section 1. Annual Meetings. Regular annual meetings of the member shall be held on the third Thursday in January of each year thereafter, at the hour of 7:00 p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by a written request of a majority of the Board of Directors, or upon written request of a majority of the members of the Class A 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, at least fifteen (15), but not more than thirty (30) days, before such meeting to each member entitled to vote therein 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 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 a majority of all 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 Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat, though less than a quorum, may give notice to all Members as required herein for the transaction to be considered at an adjourned meeting, and at the adjourned meeting whatever Members are present shall constitute a quorum.

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. Each proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE V
BOARD OF DIRECTORS; SECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of seven (7) Directors. Directors shall be members of the Association and be in good standing.

Section 2. Term of Office. Directors shall be elected at each annual meeting. Terms will be for three years, staggered as follows: Two Directors shall be elected for a term of three years, two Directors will be elected for a term of three years, and three Directors will be elected 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 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 the unexpired term of his predecessor.

Section 4. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed, for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The Director 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 or a telephone vote. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election of 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 until the close of the next annual meeting and such appointment shall be announced at each 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 may be made from among members or non-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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is permitted.

ARTICLE VII MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly 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 legal holiday, then that meeting shall be held at the same time on the next day which is not a 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 (2) Directors, after not less than three (3) 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 any duly held meeting at which a quorum is present shall be regarded as the act of the Board.

**ARTICLE VIII
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 Areas and Limited Common Areas and facilities thereon, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- (b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association, or infraction of published rules and regulations.
- (c) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;
- (d) 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
- (e) Employ a manager, independent contractors, or such other employees as they deem necessary, and to prescribe their duties.

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, or at any special meeting when such statement is requested.
- (b) Supervise all officers, agents and employees of the 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 thirty (30) days in advance of each annual assessment period;
 - 2. Send written notices of each assessment to every Owner subject thereto, at least thirty (30) days prior to the time of each annual assessment;
 - 3. Foreclose against any property for which assessments are not paid within thirty (30) days after they become due, or to bring an action at law against the owner personally obligated to pay said assessment;
- (d) Issue, or to cause an appropriate officer to issue, upon demand, by any person, 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 by the Association and enter into an appropriate hold harmless agreement with the City of Midwest City, Oklahoma concerning liability for any property owned by the Association, should said City require such an agreement;

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

(g) Cause the Common Areas and the Limited Common Areas to be maintained in a clean, neat and orderly manner to include but not limited to ensuring that all grassy areas are mowed; that all areas are maintained free of trash, garbage and rubbish; that action will be taken to retard or halt soil erosion within said areas; that an annual survey will be made of any lake or pond in said areas to monitor the degree of silting action within said bodies of water; that any body of water which has reached over 50% of silt capacity will be cleaned; that adequate measures are taken to control pests, rodents or insects within said areas; that any structures or improvements presently existing on or constructed on any property owned by the Association be maintained in a state of repair which present no health or safety hazards and are aesthetically pleasing to view; that copies of all contracts for maintenance of the properties owned by the Association be provided to the City of Midwest City, Oklahoma; and that all properties owned by the Association shall be accessible to emergency vehicles as well as the City of Midwest City, Oklahoma for purposes of City inspection.

ARTICLE IX OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. 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 first meeting of the Board of Directors 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 otherwise be 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, having 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 and the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time 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 replaced.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person simultaneously shall hold more than one 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:

President

(a) 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 shall co-sign all checks and promissory notes.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in the vent 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. The Vice President shall also chair the Architectural Committee.

Secretary

(c) 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.

Treasurer

(d) 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 assign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made at the completion of each fiscal year and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting. A Certified Public Accountant may be hired to assist in the duties of the Treasurer.

ARTICLE X

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, a Nominating Committee, as provided in these Bylaws. The Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

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 Declarations, 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 XII

ASSESSMENTS

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. Any assessments which are not paid when due shall be delinquent if the assessment is not paid within ninety (90) days (April 1) after the due date, the assessment shall bear interest from the date of delinquency (April 1) at the rate of ten percent (10%) per annum. May 1 the Association shall be entitled to collect a late charge of \$25.00 for the purpose of defraying the additional cost and expenses of collection. November 1 an additional 10% per annum will be assessed. The Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessment provided for herein by non-use of the Common Area, Limited Common Areas or abandonment of his Lot.

ARTICLE XIII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: Oakwood East Homeowners Association, Inc.

ARTICLE XIV

AMENDMENTS

Section 1. These Bylaws 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.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the declaration and these Bylaws, the Declaration shall control.

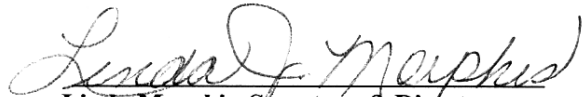
Section 3. Known Bylaws previously issued: Book 5400, Page 334 and Book 7367, Page 0337. The Bylaws contained herein replace/supersede existing and/or all prior issued Bylaws by the Oakwood East Homeowners Association, Inc., including those cited above.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, these Bylaws have been signed this 2nd day of February, 2006.

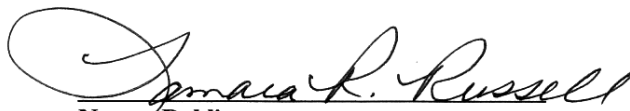

Grace Sullivan, President & Director
Oakwood East Homeowners Association, Inc.


Linda Morphis, Secretary & Director
Oakwood East Homeowners Association, Inc.

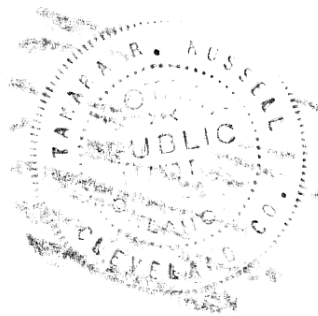


State of Oklahoma County of Cleveland, ss
Before me the undersigned, a Notary Public, in and for said County and State, on this 2 day of February, 2006, personally appeared Linda Morphis & Grace Sullivan to me known to be the identical person they who executed the same as their
Free and voluntary act and deed for the uses and purposes therein set forth.
Given under my hand and seal the day and year last above written.

2-3-2009
My Commission Expires


Notary Public

01000669
My Commission Number



WHEN RECORDED MAIL TO
NAME GRACE SULLIVAN
ADDRESS 2044 RIDGEVIEW RD.
CITY & STATE MWC, OK 73130