

**EXHIBIT "B" - BYLAWS  
THE HEMINGWAY ASSOCIATION, INC.  
AN OKLAHOMA NONPROFIT CORPORATION**

**ARTICLE I  
Definitions**

Section 1. "Corporation" shall mean and refer to The Hemingway Association, Inc., an Oklahoma nonprofit corporation.

Section 2. "Unit" shall mean a part of the Property, as hereinafter defined, intended for independent use as a residence, including the several enclosed spaces therein, together with the undivided interest in the Common Elements, as hereinafter defined, which appertains to said unit, pursuant to and in accordance with the terms of the declaration of unit ownership estate filed with the County Clerk of Oklahoma County, State of Oklahoma, pertaining to the Property (the "Declaration").

Section 3. "The Property" shall mean and refer to certain real property described on Exhibit "A" attached hereto, together with all buildings and other improvements located thereon.

Section 4. "Common Elements" shall mean and refer to the above described land, foundations, columns, girders, beams, supports, supporting walls, roofs, floors, ceilings, fireplaces, fire escapes, parking areas and structures not located within the buildings or the above described lands, storage areas and facilities not located within said buildings, all installations of central services, including power, light, gas, hot and cold water, tanks, pumps, motors, fans, compressors, ducts and, in general, all apparatus and installations existing for Common use, and all other parts of the Property necessary or convenient for the common benefit and enjoyment of the Owners of Units in the Property, as more particularly described in the Declaration.

Section 5. "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Unit, including contract sellers, but shall not include a mortgagee unless such mortgagee has acquired title pursuant to foreclosure; nor shall such term include any other person who has an interest merely as security for the performance of an obligation.

Section 6. Capitalized terms not defined herein shall have the meanings set forth in the Declaration.

**ARTICLE II  
Location**

Section 1. The principal office of the Corporation shall be located at 4400 North Hemingway Drive, Oklahoma City, Oklahoma 73118.

**ARTICLE III  
Membership**

Section 1. Every Owner of a Unit shall be a member of the Corporation concurrently with the recordation of the instrument of conveyance by which said person becomes an Owner of a Unit.

Section 2. The rights of membership are subject to the payment of regular monthly assessments and emergency assessments levied by the Corporation, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, the Unit against which such assessments are made, as provided in Article XV of the Declaration, which provisions are incorporated herein by reference and made a part hereof.

Section 3. The membership rights of any Owner whose Unit is subject to assessments, whether or not he is personally obligated to pay such assessments, may be suspended by the Board during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Board has adopted and published rules and regulations governing the use of the

Common Elements and the personal conduct of any person thereon, it may, in its discretion, suspend the membership rights of any such person for a violation of such rules and regulations for a period not to exceed 30 days.

#### **ARTICLE IV Voting Rights**

Section 1. Each member shall be entitled to representation in all the affairs of the Corporation, in proportion to the interest of said member in the Common Elements, as specified in the Declaration.

#### **ARTICLE V Property Rights and Rights of Enjoyment of Common Properties**

Section 1. Each member shall be entitled to the use and enjoyment of the Common Elements, as provided by Article XVI of the Declaration.

Section 2. Any member may delegate his rights of enjoyment in the Common Elements to members of his family who reside upon the Property or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such member shall notify the secretary of the Corporation in writing of the name of any such person and the relationship of the member to such person. The rights and privileges of such person are subject to suspension under the provisions of Article III, Section 3 of these Bylaws to the same extent as those of the member.

#### **ARTICLE VI Corporation Purposes and Powers**

Section 1. The Corporation is organized as a nonprofit corporation for the purpose of promoting the health, safety and welfare of the Owners of Units in the Property, as more fully set forth in Article VI of the Articles of Incorporation of the Corporation.

Section 2. Subject to the provisions of the Declaration and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger Or consolidation shall have the assent of two—thirds of members of the Corporation who are voting in person or by proxy at a meeting duly called for such purpose, written notice of which shall be mailed to all members at least 30 days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE VII Board of Directors**

Section 1. The affairs of the Corporation shall be managed by a board of not less than three (3) nor more than five (5) directors, who must be resident members of the Corporation. The initial Board of Directors shall consist of three (3) members who shall hold office, until election of their successors. Beginning with the first annual meeting to be held on February 15, 1983, the members, at each annual meeting, shall elect not less than three (3) nor more than five (5) directors to serve for a term of one year.

Section 2. Vacancies in the Board of Directors shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

**ARTICLE VIII**  
**Election of Directors**

Section 1. Election to the Board of Directors shall be by secret ballot. At such elections, 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 numbers of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by a nominating committee.

Section 3. 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 Corporation. The nominating committee shall be appointed by the Board of Directors two months prior to each annual meeting of the members and shall serve as such until said annual meeting.

Section 4. In the event that any member of the Board of Directors shall be absent from three consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said Director to be vacant.

**ARTICLE IX**  
**Powers and Duties of the Board of Directors**

Section 1. The Board of Directors shall have power:

(i) To call special meetings of the members whenever it deems necessary and to call a meeting at any time upon written request of one—fourth of the voting membership.

(ii) To appoint, remove, designate and dismiss, at its pleasure, all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed or prohibit the employment of any member, officer or director of the Corporation in any capacity whatsoever.

(iii) To establish, levy, assess, and collect the assessments or charges referred to herein, and to exercise all rights created by statute and these Bylaws regarding the collection of delinquent assessments.

(iv) To adopt and publish rules and regulations covering the use of Common Elements and the personal conduct of the members and their guests thereon.

(v) to exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation, except those reserved to the members of the Corporation in accordance with the Declaration

Section 2. It shall be the duty of the Board of Directors:

(i) To 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 is requested.

(ii) In the event the Board receives notice that Federal National Mortgage Association ("FNMA") becomes the owner of a mortgage on a Unit, the Board shall give notice in writing to the person designated by FNMA of any loss to, or taking of, the Common Elements of the Property, if such loss or taking exceeds \$10,000 or damage to a Unit covered by a mortgage owned in whole or in part by FHLMC exceeds \$1,000.

(iii) To supervise all officers, agents and employees of the Corporation and see that their duties are properly performed.

(iv) As more fully provided in Article XV of the Declaration:

a. To fix the amount of the assessment against each Unit for each assessment period;

b. To prepare a roster of the Units and the assessments applicable thereto which shall be kept in the office of the Corporation and shall be open to inspection by any member; and

c. To send written notice of each assessment to every Owner of the Unit subject thereto.

(v) To issue, or to cause an appropriate officer to issue, upon demand by any Unit Owner, mortgagee or prospective mortgagee of a Unit, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid.

(vi) To provide for the care, upkeep and surveillance of the Property, the improvements located thereon and the general and limited Common Elements and services.

## **ARTICLE X Directors Meetings**

Section 1. Regular meeting of the Board of Directors shall be held on the first Tuesday of each month at 8:00 p.m., provided, that the Board of Directors may, by resolution, change the day and hour of the holding of such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held on the same hour on the first date following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Corporation or by any two Directors, after not less than three days notice to each Director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made in a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or a consent to any action taken at such meeting, or any approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. A majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Any action which could be taken at a meeting of the Board of Directors may be taken by a written Memorandum and Record of Action signed by all the Directors and filed with the corporate records and made part of the corporate minutes.

## **ARTICLE XI Officers**

Section 1. The officers of the Corporation shall be a president, vice president, a secretary, a treasurer, and such officers or assistants as the Board of Directors may deem desirable. More than one office may be held by the same person; provided, however, that the offices of president and vice president or president and secretary shall not be held by the same person; provided further, that neither the president nor vice president shall also hold the office of treasurer. The president shall be a member of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, deeds and all other written instruments to be executed by the Corporation.

Section 5. The vice president shall perform the duties of the president in the president's absence.

Section 6. The secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The secretary shall also keep the records of the Corporation. He shall record in a book kept for that purpose the names of all members of the Corporation together with their address, as registered by such members.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all the monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks of the Corporation, provided, in the absence or unavailability of the treasurer, that such checks may also be signed by the president or vice president.

Section 8. The treasurer shall keep proper books of account and cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

## **ARTICLE XII Meetings of Members**

Section 1. The annual meeting of the members shall be held on the third Tuesday in April at the hour of 7:00 p.m. If the date for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, vice president, secretary or the treasurer, or by any two or more members of the Board, or upon the written request of the members who have a right to vote one—fourth of the votes of the entire membership.

Section 3. Notice of any meeting shall be given to the members and upon request, to the holder of a first mortgage on any Unit by the secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Corporation. Each member shall register his address with the secretary and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election of the Board of Directors, or any member thereof, or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4. Members, present in person or by proxy, constituting greater than 50% of the aggregate ownership interest in the Association, shall constitute a quorum, and a vote of greater than 50% of the aggregate ownership interest in the Association shall be sufficient to transact any and all business properly before such meeting, unless otherwise provided by law or these Bylaws. Provided, however, any action governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum and vote as therein provided.

## **ARTICLE XIII Proxies**

Section 1. At all corporate meetings of members each member may vote either in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of 11 months and every proxy shall automatically cease upon sale by the member granting such proxy of his Unit or other interest in the Property.

**ARTICLE XIV**  
**Books and Papers**

Section 1. The books, records and papers of the Corporation shall at all times during reasonable business hours be subject to inspection by any member.

**ARTICLE XV**  
**Corporate Seal**

Section 1. The Corporation shall have a seal in circular form, having within its circumference the name of the corporation, the words "Corporate Seal," and the word "Oklahoma."

**ARTICLE XVI**  
**Amendments**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of 75% of the aggregate interest in the Common Elements and by setting forth said amendment in an amended declaration, duly recorded, provided that those provisions of these Bylaws which are governed by the Articles of the Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further, that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

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

Copy furnished to NSC not signed.

**EXHIBIT "B"**  
**AMENDED BYLAWS**  
**THE HEMINGWAY ASSOCIATION, INC.**  
**AN OKLAHOMA NONPROFIT CORPORATION**

**ARTICLE I**  
**Definitions**

Section 1. "Corporation" shall mean and refer to The Hemingway Association, Inc., an Oklahoma nonprofit corporation.

Section 2. "Unit" shall mean a part of the Property, as hereinafter defined, intended for independent use as a residence, including the several enclosed spaces therein, together with the undivided interest in the Common Elements, as hereinafter defined, which appertains to said unit, pursuant to and in accordance with the terms of the declaration of unit ownership estate filed with the County Clerk of Oklahoma County, State of Oklahoma, pertaining to the Property (the "Declaration").

Section 3. "The Property" shall mean and refer to certain real property described on Exhibit "A" attached hereto, together with all buildings and other improvements located thereon.

Section 4. "Common Elements" shall mean and refer to the above described land, foundations, columns, girders, beams, supports, supporting walls, roofs, floors, ceilings, fireplaces, fire escapes, parking areas and structures not located within the buildings on the above described lands, storage areas and facilities not located within said buildings, all installations of central services, including power, light, gas, hot and cold water, tanks, pumps, motors, fans, compressors, ducts and, in general, all apparatus and installations existing for common use, and all other parts of the Property necessary or convenient for the common benefit and enjoyment of the Owners of Units in the Property, as more particularly described in the Declaration.

Section 5. "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Unit, including contract sellers, but shall not include a mortgagee unless such mortgagee has acquired title pursuant to foreclosure nor shall such term include any other person who has an interest merely as security for the performance of an obligation.

Section 6. Capitalized terms not defined herein shall have the meanings set forth in the Declaration.

**ARTICLE II**  
**Location**

Section 1. The principal office of the Corporation shall be located at 4400 North Hemingway Drive, Oklahoma City, Oklahoma 73118.

**ARTICLE III**  
**Membership**

Section 1. Every Owner of a Unit shall be a member of the Corporation concurrently with the recordation of the instrument of conveyance by which said person becomes an Owner of a Unit.

Section 2. The rights of membership are subject to the payment of regular monthly assessments and emergency assessments levied by the Corporation, the obligation of which assessments is imposed against each Owner of, and becomes a lien upon, the Unit against which such assessments are made, as provided in Article XV of the Declaration, which provisions are incorporated herein by reference and made a part hereof.

Section 3. The membership rights of any Owner whose Unit is subject to assessments, whether or not he is personally obligated to pay such assessments, may be suspended by the Board during the period when the assessments remain unpaid; but, upon payment of such assessments, his rights and privileges shall be automatically restored. If the Board has adopted and published rules and regulations governing the use of the Common elements and the personal conduct of any person thereon, it may, in its discretion, suspend the membership rights of any such person for a violation of such rules and regulations for a period not to exceed 30 days.

#### **ARTICLE IV Voting Rights**

Section 1. Each member shall be entitled to representation in all the affairs of the Corporation, in proportion to the interest of said member in the Common Elements, as specified in the Declaration.

#### **ARTICLE V Property Rights and Rights of Enjoyment of Common Properties**

Section 1. Each member shall be entitled to the use and enjoyment of the Common elements, as provided by Article XVI of the Declaration.

Section 2. Any member may delegate his rights of enjoyment in the Common Elements to members of his family who reside upon the Property or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such member shall notify the secretary of the Corporation in writing of the name of any such person and the relationship of the member to such person. The rights and privileges of such person are subject to suspension under the provisions of Article III, Section 3 of these By—laws to the same extent as those of the member.

#### **ARTICLE VI Corporation Purposes and Powers**

Section 1. The Corporation is organized as a nonprofit corporation for the purpose of promoting the health, safety and welfare of the Owners of Units in the Property, as more fully set forth in Article VI of the Articles of Incorporation of the Corporation.

Section 2. Subject to the provisions of the Declaration and to the extent permitted by law, the Corporation may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two—thirds of members of the Corporation who are voting in person or by proxy at a meeting duly called for such purpose, written notice of which shall be mailed to all members at least 30 days in advance and shall set forth the purpose of the meeting.

#### **ARTICLE VII Board of Directors**

Section 1. The affairs of the Corporation shall be managed by a board of seven (7) directors, at least four (4) of whom must be resident members of the Corporation. There may be up to three (3) non—resident board members. The non—resident directors may hold any offices within the Corporation, except that they shall not hold the office of President, Notwithstanding any contrary language in these by—laws, a non—resident director may serve on any committee of the Corporation or the board, including the Nominating Committee. All directors shall serve for a term of three (3) years. At the annual meeting to be held on April 15, 1991, seven (7) directors shall be elected. Immediately thereafter the new board shall elect its officers. In order for the directors to serve staggered terms - with two (2) members designated to serve an initial one (1) year term, two (2) members to serve an initial two (2) year term, and three (3) members to serve an initial three (3) year term - the new President of the Board shall immediately decide by casting lots which of the seven (7) new board members will initially serve such one-

year, two-year or three-year terms. After each new Board members one-year, two-year or three-year term ends, their successors shall serve a three year term.

Section 2. Vacancies in the Board of Directors shall be filled by the majority of the remaining Directors, any such appointed Director to hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

## **ARTICLE VIII Election of Directors**

Section 1. Election to the Board of Directors shall be by secret ballot. At such elections, 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 numbers of votes shall be elected.

Section 2. Nominations for election to the Board of Directors shall be made by a nominating committee.

Section 3. 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 Corporation. The nominating committee shall be appointed by the Board of Directors two months prior to each annual meeting of the members and shall serve as such until said annual meeting.

Section 4. In the event that any member of the Board of Directors shall be absent from three consecutive regular meetings of the Board of Directors, the Board may, by action taken at the meeting during which said third absence occurs, declare the office of said Director to be vacant.

## **ARTICLE IX Powers and Duties of the Board of Directors**

Section 1. The Board of Directors shall have power:

(i) To call special meetings of the members whenever it deems necessary and to call a meeting at any time upon written request of one—fourth of the voting membership.

(ii) To appoint, remove, designate and dismiss, at its pleasure, all officers, agents and employees of the Corporation, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed or prohibit the Employment of any member, officer or director of the Corporation in any capacity whatsoever.

(iii) To establish, levy, assess, and collect the assessments or charges referred to herein, and to exercise all rights created by statute and these Bylaws regarding the collection of delinquent assessments.

(iv) To adopt and publish rules and regulations covering the use of Common Elements and the personal conduct of the members and their guests thereon.

(v) To exercise for the Corporation all powers, duties, and authority vested in or delegated to the Corporation except those reserved to the members of the Corporation in accordance with the Declaration

Section 2. It shall be the duty of the Board of Directors:

(i) To 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 is requested.

(ii) In the event the Board receives notice that Federal National Mortgage Association ("FNMA") becomes the owner of a mortgage on a Unit, the Board shall give notice in writing to the person designated by FNMA of any loss to, or taking of, the Common Elements of the Property, if such loss or taking exceeds \$10,000 or damage to a Unit covered by a mortgage owned in whole or in part by FHLMC exceeds \$ 1,000.

(iii) To supervise all officers, agents and employees of the Corporation and see that their duties are properly performed.

(iv) As more fully provided in Article XV of the Declaration:

a. To fix the amount of the assessment against each Unit for each assessment period;

b. To prepare a roster of the Units and the assessments applicable thereto which shall be kept in the office of the Corporation and shall be open to inspection by any member; and

c. To send written notice of each assessment to every Owner of the Unit subject thereto.

(v) To issue, or to cause an appropriate officer to issue, upon demand by any Unit Owner, mortgagee or prospective mortgagee of a Unit, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid.

(vi) To provide for the care, upkeep and surveillance of the Property, the improvements located thereon and the general and limited Common Elements and services.

## **ARTICLE X Directors Meetings**

Section 1. Regular meetings of the Board of Directors shall be held on the first Tuesday of each month at 8:00 p.m., provided, that the Board of Directors may, by resolution, change the day and hour of the holding of such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with. If the day for the regular meeting shall fall upon a holiday, the meeting shall be held on the same hour on the first date following which is not a holiday, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by any officer of the Corporation or by any two Directors, after not less than three days notice to each Director.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made in a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or a consent to any action taken at such meeting, or any approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made part of the minutes of the meeting.

Section 5. A majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Any action which could be taken at a meeting of the Board of Directors may be taken by a written Memorandum and Record of Action signed by all the Directors and filed with the corporate records and made part of the corporate minutes.

## **ARTICLE XI Officers**

Section 1. The officers of the Corporation shall be a president, vice president, a secretary, a treasurer, and such officers or assistants as the Board of Directors may deem desirable. More than one office may be held by the same person; provided, however, that the offices of president and vice president or president and secretary shall not be held by the same person; provided further, that neither the president nor vice president shall also hold the office of treasurer. The president shall be a member of the Board of Directors.

Section 2. The officers shall be chosen by a majority vote of the Directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, deeds and all other written instruments to be executed by the Corporation.

Section 5. The vice president shall perform the duties of the president in the president's absence.

Section 6. The secretary shall be ex officio the secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The secretary shall also keep the records of the Corporation. He/She shall record in a book kept for that purpose the names of all members of the Corporation together with their address, as registered by such members.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all the monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall sign all checks of the Corporation, provided, in the absence or unavailability of the treasurer, that such checks may also be signed by the president or vice president.

Section 8. The treasurer shall keep proper books of account and cause an annual audit of the Corporation books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

## **ARTICLE XII** **Meetings of Members**

Section 1. The annual meeting of the members shall be held on the third Tuesday in April at the hour of 7:00 p.m. If the date for the annual meeting of the members shall fall upon a holiday, the meeting will be held at the same hour on the first day following which is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, vice president, secretary or the treasurer, or by any two or more members of the Board, or upon the written request of the members who have a right to vote one-fourth of the votes to the entire membership

Section 3. Notice of any meeting shall be given to the members and upon request, to the holder of a first mortgage on any Unit by the secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage prepaid, to his address appearing on the books of the Corporation. Each member shall register his address with the secretary and notices of meetings shall be mailed to him at such address. Notice of any meeting, regular or special, shall be mailed at least seven (7) days in advance of the meeting and shall set forth in general nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election of the Board of Directors, or any member thereof, or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4. Members, present in person or by proxy, constituting greater than 50% of the aggregate ownership interest in the Association, shall constitute a quorum, and a vote of greater than 50% of the aggregate ownership interest in the Association shall be sufficient to transact any and all business properly before such meeting, unless otherwise provided by law or these Bylaws. Provided, however, any action governed by the Articles of Incorporation or by the Declaration applicable to the Properties shall require a quorum and vote as therein provided.

**ARTICLE XIII  
Proxies**

Section 1. At all corporate meetings of members each member may vote either in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of 11 months and every proxy shall automatically cease upon sale by the member granting such proxy of his Unit or other interest in the Property.

**ARTICLE XIV  
Books and Papers**

Section 1. The books, records and papers of the Corporation shall at all times during reasonable business hours be subject to inspection by any member.

**ARTICLE XV  
Corporate Seal**

Section 1. The Corporation shall have a seal in circular form, having with its circumference the name of the Corporation, the words "Corporate Seal ," and the word "Oklahoma".

**ARTICLE XVI  
Amendments**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of 75% of the aggregate interest in the Common Elements and by setting forth said amendment in an amended declaration, duly recorded, provided that those provisions of these Bylaws which are governed by the Articles of the Corporation may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further, that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration,

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

**EXHIBIT "B"  
AMENDED BYLAWS**

This First Amended set of Bylaws for The Hemingway Association, Inc., an Oklahoma non—profit corporation, was adopted as amended on this 10th day of December, 1990 by a vote of over % of the aggregate interest in the common elements, and the undersigned President and Secretary do hereby adopt, verify and attest to the effectiveness and accuracy of this First Amended set of Bylaws.

Signed by Paul Allison, President, and attested by Thelma A. Clark, Secretary.

NOTE TO READER – THIS DOCUMENT HAS BEEN RETYPED FROM THE RECORDED COPY BY EMPLOYEES OF NEIGHBORHOOD SERVICES CORPORATION. ALTHOUGH DUE CARE WAS TAKEN TO INSURE ACCURACY MISTAKES AND OMISSIONS MAY HAVE OCCURRED IN THE RETYPING. YOU SHOULD NOT RELY ON THIS DOCUMENT AS THE BASIS FOR IMPORTANT DECISIONS WITH REGARD TO THE PURCHASE OR USE OF ANY PROPERTY, AND NO LIABILITY OR RESPONSIBILITY IS ACCEPTED BY NEIGHBORHOOD SERVICES CORPORATION FOR ERRORS CONTAINED HEREIN. YOU MAY OBTAIN COPIES OF ANY RECORDED DOCUMENTS FROM THE COUNTY CLERKS OFFICE, OR YOU MAY OBTAIN COPIES OF UNRECORDED DOCUMENTS FROM THE HOMEOWNERS ASSOCIATION.