

**BYLAWS  
FOR  
HERITAGE OAKS HOMEOWNERS ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is Heritage Oaks Homeowners Association, Inc. (hereinafter referred to as the "HOA"), a not-for-profit corporation organized under the Oklahoma General Corporation Act. The principal office of the HOA shall be that on file with the office of the Secretary of State of Oklahoma or otherwise established by the Board of Directors of the HOA, but meetings of members and directors may be held at a convenient place within Oklahoma County as may be designated by the Board of Directors.

**ARTICLE II  
MEMBERSHIP**

Every person or entity who is a record owner of the fee interest of a lot in Heritage Oaks shall be a member of the HOA, and membership shall be appurtenant to and may not be separated from the ownership of a lot. Voting by membership shall be on the basis of one (1) vote per lot.

**ARTICLE III  
MEETING OF MEMBERS**

Section 1.      Annual Meetings. The first annual meeting of the members shall be held on the second Tuesday in August of each year after control of the HOA is transferred from the Developer to the residents.

Section 2.      Special Meetings. Special meetings of the members may be called at any time by the president or by a majority of the Board of Directors, or upon written request of 1/3 of the members who are entitled to vote. Any such request shall state the purpose of the meeting.

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) days before such meeting, to each member entitled to vote, addressed to the member's address last appearing on the books of the Association or supplied by such member to the HOA for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4.      Quorum. The presence at the meeting of members entitled to cast or of proxies entitled to cast at least 1/4 of the votes of the membership shall constitute a quorum for any action except as otherwise provided in these bylaws. If, however, such quorum shall not be present or represented at any meeting, the members present, 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 1/2 of the required quorum at the preceding meeting shall constitute a quorum. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Section 5.      Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every Proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

**ARTICLE IV  
BOARD OF DIRECTORS;  
SELECTION AND TERM OF OFFICE**

Section 1.            Organizational Board. After initial formation of the HOA, the property and affairs of the HOA shall be managed by one or more initial director(s) appointed by the Developer to an Organizational Board, Such initial director(s) may or may not be a member of the HOA. Upon transfer of the BOA to members, Organizational Board directors shall immediately resign their offices.

Section 2.            Number of Directors After Transfer. The property and affairs of the HOA shall be managed by a Board of no less than three (3) directors after transfer. Those directors elected subsequent to the initial Organizational Board must be members of the HOA.

Section 3.            Term of Office. At the first meeting the members shall elect one Director for a term of one year, two Directors for a term of two years and two Directors for a term of three years; and at each annual meeting thereafter, the members shall elect directors for a term of three years.

Section 4.            Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the HOA (meaning a majority of those members present at a special or regular meeting of the BOA at which there is a quorum present). In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 5.            Compensation. No director shall receive compensation for any service he or she may render to the Association. However, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board, provided that nothing herein shall preclude any director from serving in any other capacity and receiving compensation for such service.

Section 6.            Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

**ARTICLE V  
NOMINATION AND ELECTION OF DIRECTORS**

Section 1.            Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson, 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 shall be made from among members.

Section 2.            Election. Election to the Board of Directors shall be by secret written ballot. The persons receiving the largest number of votes shall be elected.

**ARTICLE VI  
MEETING OF DIRECTORS**

Section 1.            Regular Meetings. The regular meetings of the Board of Directors shall be held at least annually at such place and hour as may be fixed from time to time by resolution of the Board, without the necessity of further notice.

Section 2.            Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the HOA, or by the written request of a majority of the current 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. Ever act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

### **ARTICLE POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1.      Powers. The Board of Directors shall have the power to:

- a) Adopt and publish rules and regulations governing the maintenance and security of the properties, and the personal conduct of the members and their guests thereon;
- b) Suspend the voting rights of a member during any period in which such members shall be in default in the payment of any assessment levied by the HOA. Such rights may also be suspended after notice and hearing, for a period not tot exceed 60 days for infraction of published rules and regulations;
- c) Exercise for the HOA all powers, duties and authority vested in or delegated to this HOA and not reserved to the membership by other provisions of these Bylaws;
- d) Establish assessments from time to time pursuant to the Declaration of Covenants, Conditions and Restrictions for Heritage Oaks Addition (CCRs) for the purpose of paying the common expenses pursuant to;
- e) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors; and
- f) Employ a manager, a management company, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties and establish their compensation.

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 in the form of minutes or otherwise to the members at the annual meeting of the members, or at any special meeting when such statement is required in writing by one-fourth (1/4) of the members who are entitled to vote.
- b) Supervise all officers, agents and employees of the HOA, and to see that their duties are properly performed;
- c) Fix the amount of the annual assessment pursuant to the Declaration of Covenants and Restrictions (CCRs) for Heritage Oaks against each lot at least thirty (30) days in advance of each annual assessment period.
- d) Send written notice of each assessment too every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- e) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, or to bring an action at law against the owner personally obligated to pay the same; and,
- f) 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. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments.
- g) Procure and maintain adequate liability and hazard insurance on property owned by the Association.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

Section 1.      Enumeration of Offices. The officers of this HOA shall be a President who shall be at all times a member of the Board, and as many Vice Presidents as the directors shall from time to time deem advisable, a Secretary and a Treasurer ("Regular Officers"), who must all be members of the Board, and such other officers ("Additional Officers") as the Board may from time to time by resolution create (collectively, Regular Officers and Additional Officers are referred to as "officers").

Section 2.      Election of Officers. The election of Regular Officers shall take place initially at the organizational meeting of the directors, and, thereafter, shall take place at the meeting of the Board of Directors following each annual meeting of the members.

Section 3.      Term. The Regular Officers of the HOA shall be elected annually by the Board and each shall hold offices for a term of one (1) year or until his or her successor is elected, unless he or she shall sooner resign, or shall be removed, or otherwise become disqualified to serve. All Regular Officers must be members.

Section 4.      Special Appointments. The Board may elect such Additional Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5.      Resignation and Removal. At any time any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.      Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7.      Multiple Offices. The offices of secretary and treasurer may be held by the same person and any of the vice presidents may hold at the same time the office of secretary or treasurer. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices.

Section 8.      Duties. The duties of the officers are as follows:

- a) President.      The president shall be the chief executive officer of the HOA and shall preside at all meetings of the members and Board of Directors; shall see that orders and resolutions of the Board are carried out; he or she shall have general and active management of the business of the HOA; and he or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

## **ARTICLE XII AMENDMENTS**

Section 1.      These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of a majority of Board members present.

Section 2.      In the case of any conflict between the Certificate of Incorporation and the Bylaws, the Certificate shall control; and in the case of any conflict between the CCRs and these Bylaws, the former shall control.

## **ARTICLE ME MISCELLANEOUS**

Section 1.      Fiscal Year. The fiscal year of the HOA shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of each year calendar year.

Section 2. Initial Adoption of Bylaws. These Bylaws are adopted as of the date on which the initial director(s) of the HOA Organizational Board execute this document.

**IN WITNESS WHEREOF**, the undersigned, being all of the initial directors of Heritage Oaks Homeowners Association Inc., have hereunto set our hands this 12<sup>th</sup> day of May, 2009.

  
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Signature

By: Zia Muneer As: Director  
Of: Organizational Board

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