

**BY-LAWS  
of  
THE WILLOWS HOMEOWNERS ASSOCIATION**

**ARTICLE 1**

**Corporate Identification**

1.1. **Name.** The association shall transact business under the name of The Willows Homeowners Association.

1.2. **Colorate Offices.** The address of the principal office of the association shall be 1824 Southwest 28<sup>1</sup> Street, Moore, Oklahoma 73160.

1.3. **Seal.** The Board of Directors shall provide for a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the association, the state of incorporation, and the words "Corporate Seal."

1.4. **Fiscal Year.** The fiscal year of the association shall begin on the 1<sup>st</sup> day of January, and shall end on the 31<sup>st</sup> day of December.

**ARTICLE 2**

**MEMBERSHIP AND VOTING RIGHTS  
IN THE ASSOCIATION**

2.1 **Membership.** Every Purchaser of a Lot (hereinafter called "Lot Purchaser") and the Declarant shall be a Member (herein called "Member") of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

2.2 **Voting Rights of Lot Purchasers.** All Lot Purchasers shall be entitled to one vote for each Lot owned. When more than one person holds an 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.

2.3 **Voting Rights of Declarant.** The Declarant shall be entitled to ten (10) votes for each Lot in the preliminary plat in which the Declarant owns an interest.

2.4. **Place of Meetings.** Meetings of the Association (Lot Owners and Declarant) shall be held at the principal office of the association, unless a majority of Lot Owners and the Declarant agree in writing to meet elsewhere.

2.5. **Special Meetings.** Special meetings of the Lot Owners and Declarant may be called by the President or by the Board of Directors, and shall be called by the President upon the signed written request of the holders of ten percent or more of the outstanding lots or votes attributable to lots owned by Lot Owners or the Declarant. Only business within the purpose or purposes described in the notice of the meeting may be conducted at a special meeting of the Lot Owners and Declarant.

2.6. **Notice of Meetings.** Written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed to Declarant and each Lot Owner who is entitled to vote at the meeting with the written or printed signature of the President and Secretary subscribed thereto, not less than ten nor more than sixty days before the date of the meeting.

2.7. **Voting Lists.** The officer or agent having charge of the listing of Lot Owners and Declarant shall make, at least ten days before each meeting of Lot Owners and Declarant, a complete list of the lot owners entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of, and the number of lots attributable to each Lot Owner or Declarant. Said list, for the period between its compilation and the meeting for which it was compiled, shall be kept on file at the registered office of the association and shall be subject to inspection by any Lot Owner or Declarant at any time during normal business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Lot Owner or Declarant during the meeting.

2.8. **Quorum and Voting.** A majority of the outstanding Lot Owners and the Declarant's interests, when represented in person or by proxy, shall constitute a quorum at a meeting of Lot Owners and Declarant. If less than a majority of the outstanding voters are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time (but not to exceed sixty days) without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled. The Lot Owners and Declarant present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Lot Owners and Declarant sufficient to leave less than a quorum. Unless a greater vote on a particular matter is required by law, by the Articles of Incorporation, or by these Bylaws, a majority vote of those present and pursuant to Declarant's voting rights, shall carry any action proposed or voted on at a Lot Owners and Declarant meeting.

2.9. **Proxies.** At all meetings of Lot Owners and Declarant, a Lot Owner or Declarant may vote by proxy executed in writing by the Declarant or Lot Owner. Such proxy may be filed with the Secretary of the Association before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

### ARTICLE 3

#### Board of Directors

3.1. **General Powers.** The business and affairs of the association shall be managed by its Board of Directors, except as otherwise provided by law or by the Articles of Incorporation.

3.2. **Number, Tenure, and Qualifications.** The number of directors of the association shall be three. The number of directors may be changed only as provided in the Articles of Incorporation. Each director shall hold office until the next annual meeting of the Lot Owners and Declarant and until his or her successor shall have been elected and qualified.

3.3. **Regular Meetings.** A meeting of the Board of Directors shall be held without notice other than the provision immediately after, and at the same place as, the annual meeting of Lot Owners and Declarant. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

3.4. **Special Meetings; Notice.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, wherever located, as the place for holding a special meeting of the Board of Directors called by them. Written notice of a special meeting shall be given to each director at least two days prior to a special meeting, except that if the written notice is mailed to a director at least four days prior notice must be given, which notice shall be deemed given when mailed. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.5. **Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the directors that would have been entitled to vote on the action had a meeting been held.

3.6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority be present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The directors present at a meeting may continue to transact business until adjournment notwithstanding the withdrawal of directors sufficient to leave less than a quorum.

## ARTICLE 4

### Officers

4.1. **Number, Election and Tenure.** The officers of the association shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the

Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. All officers of the association shall serve at the pleasure of the Board of Directors. Any two or more offices may be held by the same person, except as otherwise provided by law.

4.2. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interests of the association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.3. **Vacancies.** Whenever a vacancy shall occur in any office by reason of death, resignation, increase in number of offices of the association, or otherwise, the vacancy shall be filled by the Board of Directors, and the officer so elected shall hold office as provided in Section 4.01 of these Bylaws.

4.4. **President.** The President shall be the principal executive officer of the association, and, subject to the control of the Board of Directors, shall have general control of the business, affairs, and property of the association, and control over its agents, officers, and employees. The President shall, when present, preside at all meetings of the Lot Owners and Declarant, and of the Board of Directors, and shall perform such other duties and exercise such other powers as from time to time may be assigned to the President by these Bylaws or by the Board of Directors.

4.5. **Vice President.** The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as from time to time may be assigned to the Vice President by these Bylaws or by the Board of Directors.

4.6. **The Secretary.** The Secretary shall: (a) keep the minutes of the Lot Owners' and Declarant's meetings and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws as required by law; (c) be the custodian of the corporate records and of the seal of the association and see that the seal of the association is affixed to all documents, the execution of which on behalf of the association under its seal, is duly authorized; (d) keep a register of the address of each Lot Owner, which shall be furnished to the secretary by such Lot Owner; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

4.7. **The Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the association; (b) receive and give receipts for monies due and payable to the association from any source whatsoever; (c) deposit all monies received in the name of the association in the banks or other depositories as shall be selected in

accordance with the provisions of Article 5 of these Bylaws; and (d) perform the duties as from time to time may be assigned to the Treasurer by the President or the Board of Directors.

4.8. **Assistant Secretaries and Treasurers.** One or more Assistant Secretaries or Assistant Treasurers may be appointed by the Board of Directors. Such persons shall have such duties as from time to time may be assigned to them by the Board of Directors, the President, or the Secretary or Treasurer, as the case may be.

## ARTICLES

### **Contracts, Loans, Checks, Deposits, and Official Books and Records**

5.1. **Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific matters.

5.2. **Loans.** No loans shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

5.3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association shall be signed by such officer or agent of the association and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

5.4. **Deposits.** All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks or other depositories as the Board of Directors may by resolution select.

5.5. **Official Books and Records.** The official books and records of the association shall consist of the minute book, the stock book, the stock transfer book, and the books and records of account. The Secretary shall be responsible for their upkeep and safekeeping. Any shareholder, either in person or by representative, shall have the right to inspect and make copies or extracts of the official books and records at any reasonable time for any lawful purpose.

## ARTICLE 6

### **Amendments**

6.1. **Amendment.** These Bylaws may be amended or repealed, and new bylaws may be adopted, by the holders of a majority of the Lot Owners and the Declarant at any annual or special meeting or by a majority vote of the Board of Directors at any regular or special meeting, except that the Lot Owners and Declarant in amending or repealing a particular bylaw may provide that the Board of Directors may not amend or repeal that bylaw.

Dated this \_\_ day of \_\_\_\_\_, 2004.

MARVIN HAWORTH, Director

STEVE SHAWN, Director

CRAIG PARKER, Director

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