

WOODCREEK HOMEOWNERS' ASSOCIATION, INC.

BYLAWS

MAY 20, 2003

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I. These shall serve as the official bylaws of the Woodcreek Homeowners' Association, of Norman, Oklahoma, referred to hereafter as the Association in governance of the housing area known as the Woodcreek Addition. The terms "lot owner" and "homeowner" may be used interchangeably. These bylaws supersede all previous bylaws approved by the Association.

II. ASSOCIATION MEMBERSHIP

All lot owners in the Woodcreek Addition shall be considered members of the Association. A member is classified as "a member in good standing" with the Association if a lot owner's household has complied with all actions of the Association and is current on all assessments made by the Association.

III. ASSESSMENTS

Assessments (annual dues) shall be levied, on an annual basis, under the terms and conditions that exist in the Covenants of the Association. Effective January 1, 2004 the dues for the Association shall be set at \$63 per lot, and may increase annually thereafter under the terms and conditions outlined in the Covenants.

All lot owners will receive an invoice for their annual assessment by January 31st of each year. This invoice will be sent via U.S. First Class Mail. All annual assessments are due on March 31st of each year or upon contract closing for new Woodcreek Lot Owners. Any accounts not paid in full by March 31st will be assessed an additional 10% per annum finance charge (in the form of a late fee) while the account is past due or in default. Past due accounts will receive one notice, via U.S. Certified Mail, providing the lot owner 30 days to clear the account. In the event of a default, the adjusted account balance will be totaled and a lien in that amount, plus all court, filing, and other fees, will be filed against the property until such time the account is paid in full, pursuant to the Covenants. No additional finance charges (except as noted earlier) or late fees can be applied, excluding costs related to the filing or releasing of the lien or taking other legal action as necessary.

The Association, from time to time, may need to levy a special assessment on the membership designated for a particular project, activity, or emergency. The Association will vote, as a whole, on any special assessments and will need to be passed with a majority vote of each class of member in good standing.

IV. BOARD OF DIRECTORS AND OFFICERS

Each year the Association shall elect a board of directors and officers to that board of directors to conduct its business as outlined below and in the Covenants of the Association. The offices of the board of directors of the Association shall be:

- A. President
- B. Vice-President
- C. Secretary-Treasurer
- D. At-large Members

The president, vice-president, and secretary-treasurer will be the officers of the board of directors, and will each be responsible for conducting the duties of his or her respective office. The at-large members will fill the remainder of the open board positions, as determined in Section V.

V. APPORTIONMENT

The board of directors must apportion board seats based on the conditions outlined below preceding the annual election of board members in the first three (3) weeks of January, and provide notice to all members of the Association of the total number of board positions, pursuant to Section X. Apportionment can only be conducted once a year, in January, preceding the election of the board of directors. There shall be one board position for every 30 lots with an occupied home in the Woodcreek Addition. The number of board positions will be based on the secretary-treasurer's records of occupied lots as of September 30th the year prior to the election. There shall at all times be a minimum of at least five (5) board positions, consisting of a president, vice-president, secretary-treasurer, and two at-large members. Additional board positions that become available due to re-apportionment will be considered at-large positions.

VI. REQUIREMENT FOR HOLDING OFFICE

There cannot be more than one member of any household serving on the board of directors at the same time. The offices of president and vice-president can only be held by members of the Association that have completed one (1) full term of service on the board of directors, unless there are no members of the Association interested in holding these offices at the time of election that have completed a full term on the board of directors (under this condition this requirement will automatically be waived). All board members must own and live in a home within the Woodcreek Addition during their term of elected office and be considered "a member in good standing" with the Association. All board members must be at least 18 years of age.

VII. TERMS & VACANCIES

All board members, including officers shall serve a term of one year, effective immediately upon installation after the annual election, pursuant to Section X, to be completed at the conclusion of the installation of new board members during the annual election. There will be no limit to the number of consecutive or non-consecutive board terms any one individual may hold, regardless of the office or position held the previous year. If in the event a board member resigns from office, is removed from office pursuant to Section XII below, or moves out of the Woodcreek Addition, or for any other reason vacates his or her seat, then the board of directors shall appoint an interim board member to fill the open seat, until the next meeting where a special election shall be held to elect the new member for the remainder of the respective board term.

VIII. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS AND OFFICERS

A. The board of directors and officers of the board shall have the following responsibilities and duties:

1. Carry out all action(s) taken by the Association
2. Collection of all assessments (dues and fines), whether annual or special
3. Administer funds for maintenance items, social activities, etc.
4. Provide financial reports to the Association as to the state of Association treasury
5. Management of common area maintenance
6. Enforcement of Covenants and Bylaws
7. Levy Special Assessments (to be approved by Association membership)

8. File liens against Association members with delinquent accounts
9. Administer social functions and programs
10. Escalation of neighborhood issues to the proper authority or entity
11. Management of all construction activities pertaining to common areas (including bid collection and selection)
12. Developing and updating a neighborhood telephone directory
13. Appoint Architectural Control Committee and other committees as necessary
14. Call meetings of the Association
15. Other duties and responsibilities granted by the Association

B. Additional Responsibilities – Officers

1. President
 - a. Shall serve as the official voice of the Association and the board of directors
 - b. Call all board meetings
 - c. Officially responsible for collection of all assessments, whether annual or special
 - d. Officially responsible for filing all liens against homeowners with delinquent accounts
 - e. Run all Association and board of directors meetings
 - f. Set the agenda for all Association and board of directors meetings
 - g. Shall have joint signature with secretary-treasurer on all Association financial accounts
2. Vice-President
 - a. Shall assume the duties and responsibilities of the president if the president is not present, or if the office of president is vacated
 - b. Shall work with the president and assist in all responsibilities outlined above
 - c. Has a standing appointment to chair the Architectural Control Committee
3. Secretary-Treasurer
 - a. Shall create and maintain all financial accounts of the Association
 - b. Shall report the status of the treasury to Association and board of directors
 - c. Shall have joint signature with the president on all Association financial accounts
 - d. Shall record minutes of each meeting
 - e. Shall be responsible for coordinating all correspondence of the Association and board of directors, including meeting notification, official letters to authorities, etc.

IX. ACTION OF THE BOARD OF DIRECTORS

All action of the board of directors can be reviewed by the members of the Association at the meeting of the Association. All action taken will be presented as a report of the Board of Directors. Any necessary action needed to be taken by the board of directors that has not been outlined above must be first approved by the Association membership. Any action of the Board of Directors can be overturned by the Association membership, with the exception of rulings of the Architectural Control Committee or collection actions taken against Association members whose accounts are past due.

X. ELECTION OF THE BOARD OF DIRECTORS

Each year the Association shall elect a board of directors and officers to that board during the third week of January. Elections shall be run under the following guidelines:

- A. Call election – The board of directors must notify the members of the Association in writing of the upcoming Association meeting (including an Agenda), complying with the meeting

- notification rules outlined in the Association's Covenants. This notice shall include the total number of board positions available as a result of reapportionment.
- B. The election must be held in the Woodcreek Addition.
 - C. The election shall be the last order of business of the Association meeting.
 - D. The president of the board of directors shall preside over the election.
 - E. The election of officers shall proceed in the following order:
 - 1. President
 - 2. Vice-President
 - 3. Secretary-Treasurer
 - 4. At-large members
 - F. Nomination – Any member in good standing with the Association may be nominated to hold a board position. Nominations for each office shall be opened to the floor of the Association membership preceding the election of each respective office, in the order outlined above. All nominations must be followed by a second. All nominations will be forwarded to the secretary-treasurer, where eligibility for office will be confirmed. If the nomination is confirmed, then that person shall be considered a candidate for that position; if rejected (for not meeting requirements) then that person shall not be considered a nominee for that office. A nominee may nominate himself or herself, but the second for that nomination must come from another member of the Association. There shall be no limit to the number of nominations for any given position. If a nominee fails in his or her election bid for a particular office, he or she may be again nominated for another position. All at-large nominations shall be received the same time.
 - G. Speeches – All nominees will be given time to present themselves to the Association membership before the vote on that position is taken. Time allotments for speeches shall be as follows:
 - a. President – 3 minutes per candidate
 - b. Vice-President – 3 minutes per candidate
 - c. Secretary-Treasurer – 3 minutes per candidate
 - d. At-large positions – 1 minute per candidate
 - H. Voting Eligibility – Only members in good standing with the Association may be eligible to vote or cast proxy votes during the election. Each household represented at the Association meeting shall cast one vote for each office. Any household in good standing not in attendance, may in advance of the meeting, proxy its vote, in writing, to another member in good standing or the secretary-treasurer of the board of directors. There shall be no limit to the number of proxies any one member may cast.
 - I. Election of Officers – All votes during the election shall be cast by secret ballot, tallied by the secretary-treasurer. Ballots will be distributed to the membership at the beginning of the meeting. The positions of president, vice-president, and secretary-treasurer must be elected with a majority vote of the Association membership present (50% + 1) at the election. If no one candidate receives the necessary majority votes required on the first ballot, then a runoff election for that position shall be held consisting of the top two (2) candidates receiving votes from the first ballot. If a majority is not reached on the second ballot (due to abstentions), then the winner shall be the candidate receiving the plurality of the vote.
 - J. Nomination and Election of At-large positions – All at-large position nominations shall be made at the same time. If the total number of nominations is less than or equal to the number of open positions, then the slate of nominees can be accepted through acclimation. In the event the number of nominations is greater than the number of open board positions, then the following election rules will apply:
 - 1. Each lot owner will cast a total of five (5) votes for itself and five (5) for each proxy it controls in favor of any combination of candidates. Votes will be tallied by the secretary-treasurer.
 - 2. The top candidates receiving votes shall win that ballot, receive a board position, and their names will be removed from next round(s) of balloting.
 - 3. This procedure shall be repeated on subsequent balloting to break all ties, until such time all positions are filled.

- K. Installation of officers – At the completion of the election, all newly elected officers shall take an oath of office and be installed. The oath shall be administered to all newly elected officers at the same time and installation thereafter shall be immediate. The oath of office shall be:

“I (state your name) do hereby affirm, that I will execute to the best of my abilities, the office of (state your office), of the Woodcreek Homeowners’ Association, and further pledge to uphold its covenants and bylaws, work to promote the Association, and at all times, act in a manner that is fair and equitable to the members of the Association.”

XI. MEETINGS

The Association shall meet, from time to time, to conduct its business, vote on issues, elect officers, etc. The meetings of the Association must be held within the Woodcreek Addition, and all notification for meetings must comply with the Covenants of the Association.

Association meetings – The Homeowners’ Association shall meet no fewer than once a calendar quarter: Once in January for the primary purpose of electing officers and once each quarter thereafter. Additional meetings may be held. Meetings will be called by the board of directors or by a majority of the members in good standing of the Association. All notification rules outlined in the Covenants will apply. All quorum rules outlined in the Covenants will apply.

Board of Directors meetings – The board of directors shall meet no fewer than once every three months (4 times annually). Additional meetings may be held. Meetings will be called by the president of the board of directors, or by a majority of the board of directors. Notification for board meetings will be in writing, or by electronic means, to each board member ten (10) days prior to each meeting. Quorum for the meeting shall be 50% + 1 of the active board membership.

XII. IMPEACHMENT

In the event a member of the board of directors fails to uphold the responsibilities of his or her position, it can be moved and seconded to place a member of the board in nomination for impeachment during a board of directors meeting. The Association membership will vote on the issue at the next meeting. Any vacancies that form as a result of impeachment will be filled by a special election of the Association.

XIII. PARLIAMENTARY AUTHORITY

All meetings shall be run using the parliamentary procedure guidelines outlined in *Robert’s Rules of Order, Newly Revised*, and it shall serve as the official authority of each meeting.

XIV. APPOINTMENT OF COMMITTEES

The board of directors, at its discretion, shall appoint committees to perform specific tasks or conduct certain business for the Association. The board of directors shall be responsible for all actions of the committee and for defining its function and term of operation.

XV. AMENDMENTS

Amendments to the bylaws must be moved, seconded and then submitted in writing to the secretary-treasurer under New Business during a meeting of the Association membership. Action

on the proposed amendment cannot be taken until the next meeting of the Association (under Old Business). All amendments must be passed with a 60% majority of each class present (after quorum has been established).

XVI. RENTAL PROPERTIES

All lot owners using their property for rental purposes must notify the Association's Secretary-Treasurer within 30 days of their decision. In addition to the requirement for a lot owner to provide their mailing address and telephone number for Association records, the lot owner must also provide the name, address, and phone number of any person or business providing property management services. All rental property lot owners must ensure their tenants and property managers comply with the Association's Declarations of Covenants and Bylaws in maintaining the property.

XVII. CERTIFIED MAIL

The Association will use U.S. Certified Mail to notify all lot owners or their responsible parties of upcoming meetings to vote on proposed changes to the Covenants or Bylaws, the levy of a special assessment, or any other matter as determined by the board of directors. Otherwise, the normal means of providing correspondence, bills, notices, etc. to lot owners will be through the use of U.S. First Class Mail.

XVIII. ASSOCIATION TREASURY RESERVE

The secretary-treasurer will maintain a non-cumulative, minimum reserve equaling 20% of that year's annual homeowners' assessment dues in the Association's treasury for emergencies. In the event the reserve falls below the minimum balance, the secretary-treasurer will provide written notification explaining the circumstances to each member of the board of directors so the matter can be addressed to the Association at the next meeting.

Nancy Campbell
President

Nancy Campbell

STATE OF OKLAHOMA)
) ss.
COUNTY OF CLEVELAND)

This foregoing instrument was acknowledged before me this 7 day of June, 2003 by Nancy Campbell, individually.

My commission expires 7-12-04
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Cynthia Schweinberg
Notary Public

