



BY-LAWS

THE PRESERVE AT COURTHOUSE HOLLOW HOMEOWNERS' ASSOCIATION AN OKLAHOMA NON-PROFIT CORPORATION

ARTICLE I

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06/26/2018 10:51 am Pg 0873-0879
Fee: \$ 25.00 Doc: \$ 0.00
Barbara Barnes - Delaware County Clerk
State of Oklahoma

Definitions

Section 1. "Corporation" shall mean and refer to as The Preserve at Courthouse Hollow Homeowners' Association, an Oklahoma non-profit corporation.

Section 2. "Lot" shall mean a lot as described on the Deed of Dedication, Declaration and Restrictive Covenants of The Preserve recorded with the Delaware County, Oklahoma Clerk on February 20, 2008, at Book 1806, Pages 662-692, namely Lots 1 through 53, The Preserve, a subdivision located in Delaware County, Oklahoma, according to the recorded plat thereof.

Section 3. "The Property" shall mean and refer to certain real property described in the Declaration together with all buildings and other improvements located thereon.

Section 4. "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Lot, 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 5. 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 PO Box 6865, Grove, Oklahoma 74344.

ARTICLE III

Membership

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

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

Section 3. The membership rights of any Owner whose Lot 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 Areas 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 to be determined by the Board in its sole discretion.

ARTICLE IV

Voting Rights

Section 1. Each member shall be entitled to one vote for each lot owned with respect to representation in all the affairs of the Association. Ownership of a Boat Slip shall not entitle the owner to any additional voting rights except as stated in the Declaration.

ARTICLE V

Corporation Purposes and Powers

Section 1. The Corporation is organized as a non-profit Corporation for the purpose of promoting the health, safety and welfare of the Owners of Lots in the Property.

ARTICLE VI

Board of Directors

Section 1. The affairs of the Corporation shall be managed by a board of seven (7) directors, who must be members of the Corporation. At each annual meeting (to be held no later than July 1st of each year), the members shall elect seven (7) directors to serve for a term of one year.

Section 2. Vacancies in the Board of Directors which occur mid term shall be filled by the majority of the remaining Directors. Any such appointed Director shall 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 VII

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 and these ByLaws. The persons receiving the largest numbers of votes shall be elected. There will be no cumulative voting.

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 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 such annual meeting.

Section 4. In the event that any member of the Board of Directors shall be absent from three (3) 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 VIII

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($\frac{1}{4}$) 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 to 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 By-Laws regarding the collection of delinquent assessments;

(iv) to adopt and publish rules and regulations covering the use of Common Areas and the personal conduct of the members and their guests thereon; and

(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 at which such is requested;

(ii) to supervise all officers, agents and employees of the Corporation and see that their duties are properly performed;

(iii) as morefully provided in the Declaration:

- a. to fix the amount of the assessment against each Lot and boat slip for each assessment period;

- b. to prepare a roster of the Lots and boat slips 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 Lot and boat slip subject thereto;

(iv) to issue, or to cause an appropriate officer to issue, upon demand by any Lot Owner, mortgagee or prospective mortgagee of a Lot, a certification setting forth whether any assessments have been paid. Such certificate shall be conclusive evidence of the payment of any assessment therein stated to have been paid; and

(v) to provide for the care, upkeep and surveillance of the Property, the improvements located thereon and the Common Area and services.

ARTICLE IX

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, the hour, and the frequency 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 four (4) Directors, after not less than three (3) days' notice to each Director.

Section 4. The transaction of any business at any special meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present.

Section 5. Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference call or electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 6. A majority of the Board of Directors shall constitute a quorum thereof.

Section 7. 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 a part of the corporate minutes. Such consent may be written or electronic. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

ARTICLE X

Officers

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Section 1. The officers of the Corporation shall be a president, a secretary, a treasurer and such other 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 office of president and secretary shall not be held by the same person. 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 shall sign all notes, leases, deeds and all other written instruments to be executed by the Corporation.

Section 5. 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. The secretary 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. The secretary shall also maintain a copy with all amendments of the Declaration, the Certificate of Incorporation of the Association, these By-Laws and all other documents relating to the Property.

Section 6. 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, however, that such checks shall also be signed by the president or other officer as appointed by the Board.

Section 7. The treasurer shall keep proper books of account and prepare an annual budget, statement of financial position, and statement of activities to be presented to the membership at its regular annual meeting.

ARTICLE XI

Meetings of Members

Section 1. The regular annual meeting of the members shall be held no later than July 1st.

Section 2. Special meetings of the members for any purpose may be called at any time by any four (4) or more members of the Board, or upon the written request of the members who have a right to vote one-fourth(¼) 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 Lot by the secretary. Notice may be given to the member either personally or email 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 given 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 Certificate of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, a majority of the votes of the membership shall constitute a quorum for any action governed by these By-Laws. Any action governed by the Certificate of Incorporation or by the Declaration applicable to the Properties shall require a quorum as therein provided.

ARTICLE XII

Proxies

Section 1. At all corporate meetings of members, each member may vote 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 Lot or other interest in the Property.

ARTICLE XIII

Books and Papers

Section 1. The books, records and papers of the Corporation shall at all times during normal and reasonable business hours be subject to inspection by any member and by holders, insurers and guarantors of first mortgages that are secured by lots.

ARTICLE XIV

Indemnification

Section 1. To the fullest extent permitted by law, the Corporation shall indemnify its "agents", as described by law, including its directors, officers, employees and volunteers, and including person formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation, by reason of the fact that the person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

Section 2. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

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ARTICLE XV

Amendments

Section 1. These By-Laws may be amended at a regular or special meeting of the members by a vote of fifty-one percent (51%) of the members, in person or by proxy, entitled to vote and by setting forth said amendment in an amended Declaration, duly recorded provided that those provisions of these By-Laws which are governed by the Articles of the Corporation may not be amended except as provided in the Certificate 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 Certificate of Incorporation and these By-Laws, the Certificate of Incorporation shall control; in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

The undersigned, being the President of The Preserve at Courthouse Hollow Homeowners' Association, a non-profit corporation does hereby certify that the foregoing By-Laws were adopted as the By-Laws of the Association at a meeting of the Board of Directors of the Association held for such purpose on the 16th day June, 2018.

Calvin Monsma
Calvin Monsma, President

The Preserve at Courthouse Hollow Homeowners' Association

Jean Izydorek
Jean Izydorek, Secretary

The Preserve at Courthouse Hollow Homeowners' Association

STATE OF OKLAHOMA)
) ss.
COUNTY OF DELAWARE)

Before me, a Notary Public in and for said County and State, on this 26 day of June, 2018, personally appeared Calvin Monsma, to me known to be the identical persons who executed the within and foregoing instrument as its President and Secretary, and acknowledged to me that he/she executed the same as his/her free and voluntary act and deed, and as the free and voluntary act and deed of the corporation, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

Shelley Weaver
Notary Public



My commission expires:
8.25.2020