

## **BY-LAWS OF THE MEADOW ASSOCIATION, INC. ARTICLE I**

**NAME AND LOCATION.** The name of the non-profit corporation is the Meadow Association, Incorporated, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 1620 Glenn Bo Drive, Norman, Oklahoma, but meetings of members and directors may be held at such places within the State of Oklahoma, County of Cleveland, as may be designated by the Board of Directors.

## **ARTICLE II**

### **DEFINITIONS**

Section 1. "Association" shall mean and refer to the Meadow Association, Inc., and its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain property described in the Declaration of covenants, Conditions and Restrictions, and such additions thereto as may be hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision may be of the Properties with the exception of the common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declaration" shall mean and refer to the Declaration of covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Cleveland County, Oklahoma.

Section 7. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

## **ARTICLE III MEETINGS OF MEMBERS**

Section 1. Annual Meetings. The annual meeting of the members shall be held on the first Thursday of November, at the Clubhouse of the Meadow Association, 1620 Glen Bo Drive, beginning at 7:30 P.M.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or the Board of Directors, or upon the written request of one-fourth (1/4) of the voting members of the Association.

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 thereat; addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and time 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 one-tenth (1/10) of the voting members of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of

Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without further notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meeting 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/TERM OF OFFICE**

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, all of whom shall be elected officers of the Association as enumerated in Section 2 of this Article, and all of whom shall be members of the Association.

Section 2. Enumeration of Officers. The officers of this Association shall be a President, Vice- President, Executive Secretary, Secretary, and Treasurer, all of whom shall be members of the Board of Directors: and such other officers as the Board may from time to time by resolution create.

Section 3. Term of Office: Staggered Office. The term of office for the members of the board of directors shall be from January 1, to December 31, and shall be as follows:

a. Beginning in January, 1982, the President, Executive Secretary, and Treasurer shall serve one (1) year. Beginning in January, 1983, and for every consecutive term thereafter, the President, Executive Secretary, and Treasurer shall serve two (2) years.

b. Beginning in January, 1982, the Vice-President and the Secretary shall serve two years.

Section 4. Resignation and Removal. Any Director may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice, or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any Director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of a vacancy on the Board of Directors, a 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 may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his/her duties.

#### **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 no later than sixty (60) days prior to the annual meeting of the members.

The Nominating Committee shall endeavor to secure at least two (2) nominees for each vacated position on the Board. The names of all nominees shall be posted at the Association clubhouse no later than thirty (30) days to prior to the annual meeting, in the notice publishing the time and place of the annual meeting

as specified in Article III, Section 3 of these By-Laws, and in the Association newsletter published prior to the annual meeting. Such nominations shall be made from among the members of the Association.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. Each member of the Association shall be entitled to one (1) vote for each lot owned in accordance with Article III, Section 2 of the Declaration. A Ballot Count committee shall be appointed by the President consisting of two (2) of the members present who are not nominees. The person receiving the largest number of votes cast for each vacant position shall be elected. Nominees not elected to the position for which they were nominated shall be eligible for other positions vacant.

## **ARTICLE VII MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the board of Directors shall be held monthly at such place and hour as may be fixed from time to time by resolution of the Board. Notice and agenda of regular meetings shall be posted at the Association Clubhouse no later than five (5) days prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two 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. Every act or decision done or made by a majority of the directors present is regarded as the act of the Board.

Section 4. 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 VIII POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The board of directors shall have power to:

a. adopt and publish rules and regulations governing the use of the Common area and facilities, and the personal conduct of the members and their guest thereon, and to establish penalties for the infraction thereof;

b. suspend the voting rights and rights to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

c. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration'

d. 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 regular meetings of the Board of Directors; and

e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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

a. cause to be kept a complete recorded 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 statement is requested in writing by one-fourth (1/4) of the voting members of the Association;

b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

c. as more fully provided for in the Declaration, to:

(1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;

(2) send written notice of each assessment of every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) 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.

d. issue or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

e. procure and maintain adequate liability and hazard insurance on property owned by the Association;

f. cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate;

g. cause the Common Area to be maintained; and

h. cause the exterior of the dwellings to be maintained.

Section 3. Duties of the Officers. The duties of the Officers are as follows:

a. President. The President shall prepare the agenda for all meetings of the Directors and the members; shall preside at all meetings of the Directors and the members; shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments; and shall exercise signatory authority on all checks and promissory notes in the absence of the Treasurer.

b. Vice-President. The Vice-President shall act in the place and stead of the President on the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

c. Executive Secretary. The Executive Secretary shall prepare all correspondence and written instruments of the Association, keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses; and in the absence of any other, serve as the editor of the Association's newsletter.

d. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall assist the Executive Secretary in the performance of his or her duties; shall have all the powers and authority and perform all the functions of the Executive Secretary in

the event of his or her absence or inability to perform; and shall perform such other duties as required by the Board.

e. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE IX COMMITTEES**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-

Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessments which are not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the current FHA interest rate, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

No owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the common Area or abandonments of his Lot

## **ARTICLE XII AMENDMENTS**

Section 1. The By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of conflict between the Articles of Incorporation and these By-Laws, the Articles shall control.

## **ARTICLE XIII MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first (31st) day of December of every year, except that the first fiscal year shall begin on the date of incorporation. These amendments approved by the members of the Association on June 11, 1981.

BY: \_\_\_\_\_ Larry Toms, President

ATTEST:

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Ann Roberson, Secretary

### **AMENDMENT OF BY-LAWS**

In order for an Association member to vote at an annual meeting, that member must be current in all dues and assessments by the fifth (5th) day of the month in which the meeting is held. This amendment approved by the members of the Association on December 16, 1994.

#### **Annual Meetings**

The annual meeting of the members shall be held on the first Thursday of November, at the Clubhouse of the Meadow Association, 1620 Glen Bo Drive, and beginning at 7:30 P.M.

#### **Special Meetings**

Special meetings of the members may be called at any time by the President or the Board of Directors, or upon the written request of one-fourth (1/4) of the voting members of the Association.

#### **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 thereat; addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

#### **Quorum**

The presence at the meeting of one-tenth (1/10) of the voting members of the Association shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without further notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

#### **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.

### **AMENDMENT OF BY-LAWS**

In order for an Association member to vote at an annual meeting, that member must be current in all dues and assessments by the fifth (5th) day of the month in which the meeting is held.

This amendment approved by the members of the Association on December 16, 1994.

BY: \_\_\_\_\_

Doug Hickson, President

ATTEST:

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Geneva Hudson, Secretary

#### **AMENDMENT OF BY-LAWS**

The Board of Directors shall assess and collect a fine of up to \$50.00 per month or any portion thereof, from any Owner, who is found by the Board to be in violations of the Covenants, By-Laws or Rules governing this Association. The Owner shall be notified of the violation and what the owner must do to correct the violation and the Owner shall also be advised of the consequences of the Owner's failure to effect said correction. The Owner in violation shall correct said violation with 15 days or five days after the next regularly scheduled Board meeting, whichever is greater. The Owner may appear at the next regular board meeting to appeal any fine so levied. If an Owner fails to appeal or fails to correct the violation within sixty days of the above mentioned Board meeting, the Board shall be authorized to utilize the Association's resources to correct the violation and to assess the owner in violation for these costs. There shall be added to the actual cost of the work 18% to cover the administrative expenses of the Board, plus a reasonable attorney fee, in addition to any fines previously imposed. The Board shall notify the Owner of the cost of performing the work, and if the Owner does not pay within fifteen (15) days, said costs shall be deemed an unpaid special assessment under Article IV of the Declaration shall be a lien on the property and subject to all collection rights therein provided.

This amendment approved by the members of the Association on December 19, 1995. BY:

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William Gustafson, President  
ATTEST: \_\_ Geneva Hudson, Secretary

#### **AMENDMENT OF BY-LAWS (November 3, 2016 – Annual Meeting)**

Article 4 Section I, is hereby amended to increase the total number of Board Members to 9.

This amendment approved at the Annual Meeting of the Members by The Members of the Association on November 3, 2016. BY

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Benjamin M. Stapp, President  
ATTEST: Michael Phillips, Secretary