

LONGVIEW LAKE ASSOCIATION, INC.

BYLAWS

ARTICLE I

NAME AND LOCATION, the name of the corporation is Longview Lake Association, Inc. hereinafter referred to as the “Association”. The principal office of the Corporation shall be at 2702 S. 96th E. Avenue, Tulsa, Oklahoma 74129-4636, but the meetings of members and directors shall be held at any place within the State of Oklahoma, County of Tulsa, as designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. “Association” shall mean and refer to Longview Lake Association, Inc., its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain real property described in the declaration of Covenants, Conditions and Restrictions and such additions thereto as may 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 members of the Association.

Section 4. “Lot” shall mean and refer to a plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area. For purposes of these Bylaws Lot upon which a Multifamily Structure is permitted shall no longer be defined as a Lot from the time a Living Unit is first sold or leased and continuing as long as a Multifamily Structure remains thereon.

Section 5. “Living Unit” shall mean and refer to any portion of a Multifamily Structure on the Properties designed and intended for use and occupancy as a residence by a single family, or in the event that a nursing home or convalescent hospital is constructed on any of the Properties then each two beds of such facility shall be deemed to be a Living Unit.

Section 6. “Multifamily Structure” shall mean and refer to any building designed and intended for use and occupancy as a residence by two or more families under one roof.

Section 7. “Member” shall mean and refer to every person or entity who holds membership in the Association.

Section 8. “Owner” shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot or Living Unit situated upon the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 9. “Declarant” shall mean and refer to Suburban Development Co., its successors and assigns, if such successors or assigns should acquire undeveloped land from the Declarant for the purpose of development.

Section 10. “Declaration” shall mean and refer to the Declaration of the Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the County Clerk of Tulsa County, Oklahoma.

Section 11. “Board” shall mean and refer to the Board of Directors of the Association.

Section 12. “Executive Officer” shall mean and refer to each of the persons elected as President, Vice President, Secretary, and Treasurer of the Board of Directors of the Association.

ARTICLE III

MEMBERSHIP

Section 1. Membership: every person or entity who is record owner of a fee or undivided fee interest in any Lot or Living Unit which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Living Unit, which is subject to assessment by the Association. Ownership of such Lot or Living Unit shall be the sole qualification for membership in the Association.

Section 2. Suspension of Membership: During any period in which a member shall be in default in the payment of any annual or special assessment levied by the Association, the voting rights and right to use of the Association’s recreational facilities of such member shall be automatically suspended until such assessment has been paid. Such rights of a member may also be suspended, after notice and hearing, for a period not to exceed thirty (30) days, for violation of any rules and regulations established by the Board of Directors governing the use of the common Area and Facilities.

ARTICLE IV

AUTHORITY OF THE ASSOCIATION

Section 1. The Association, through the Board, may take any action to promote the health, safety, and welfare of the residents within the Properties or Common Areas including, without limitation, action to:

- A. Own, acquire, build, operate, and maintain recreation facilities and structures of any and all kinds for the use and benefit of the members of the Association, and their families and guest;
- B. Fix, levy, collect and enforce payment by any lawful means of all charges and / or assessments, pursuant to the terms of the Declaration and pay all expenses in connection therewith;

- C. Pay all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes or Governmental charges levied or imposed against the property of the Association;
- D. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- E. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for the money borrowed or debts incurred, and
- F. Have and exercise any and all powers, rights and privileges which a corporation organized under the Business Corporation Act of the State of Oklahoma by law may now or hereafter have or exercise.

ARTICLE V

MEMBERS' RIGHTS OF ENJOYMENT

Section 1. Except as limited by these Bylaws in Article III, Section 2, each member shall be entitled to the use of the Common Area and facilities and structures thereon, subject to payment of any use fee charged by the Association.

Section 2. Any member may delegate the member's the right of enjoyment of the common area and facilities and structures thereon, to the members of his or her family, his or her tenants or contract purchasers, who reside in or on the member's Lot or Living Unit. Such members shall notify the secretary in writing of the name of any such delegee. However, the notification required under this section is not necessary when the delegee is a family member of the member and resides in or on the member's Lot or Living Unit.

ARTICLE VI

VOTING RIGHTS

Unless suspended under article III, Section 2, the voting rights of a member shall be calculated as follows: Two (2) Votes may be cast for each Lot and one (1) Vote may be cast for each Living Unit through which members are entitled to membership under Article III. When more than one person holds an ownership interest in any Lot or Living Unit, all such persons shall be members, but the vote allocated for such Lot or Living Unit shall be exercised as they among themselves determine.

ARTICLE VII

BOARD OF DIRECTORS: QUALIFICATIONS, SELECTION AND TERM OF OFFICE

Section 1. Member: The affairs of this Association shall be managed by a board of not less than three (3) nor more than eleven (11) directors, who shall be property owners who are members of the Association. No person may be a member of the Board of Directors unless he or she is a member of the Association in good standing with no delinquent dues and / or assessments.

Section 2. Election: At the annual meeting of the Association, members shall elect half of the directors for term of two (2) years who will serve until their successors are elected and qualified. No person shall be elected for more than four (4) consecutive terms of office on the Association's Board of Directors.

Section 3. Removal: Any director may be removed from the board, with or without cause, by a majority vote of the members of the Association present at a regular or specially called meeting of members. In the event of death, resignation, or removal of a director, his or her successor shall be selected by a majority vote of the members of the association present at a regular or specially called meeting of the members. The person selected shall serve for the remaining unexpired term of the removed predecessor.

Section 4. Compensation: No director or director's family member shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, if the Director has received the Board's prior authorization for the expenditure at a meeting of the Board of Director's.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nominations: A Nominating Committee shall nominate members qualified under Article VII, Sections 1 and 2, for election to the Board of Directors. Nominations may also be made from the floor at the annual meeting. Any person who is nominated from the floor must be present or submit in a written statement that he or she is willing to serve as a member of the Board of Directors and will be present at the meetings. Nominations shall be consistent with Article VII, Section 1 and 2, and shall be made only from among members of the Association.

Section 2. Nominating Committee: 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 Association. The Nominating Committee shall be appointed by the members at each annual meeting of the Association, 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.

Section 3. Election: Election to the Board of Directors of the Association shall be by secret written ballot. At such election 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 Article VI. The persons receiving the largest number of votes shall be elected until all positions on the Board are filled.

ARTILCE IX

MEETINGS OF DIRECTORS

Section 1. Regular Meetings: Regular meetings of the Board of Directors shall be held monthly with notice to all members, at the location consistent with Article I of these Bylaws, and at such hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday. No member of the Association in good standing may be prevented from attending any such meeting.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be held for the purpose of addressing emergencies when called by the President of the Association or by any two Directors after not less than three (3) days notice to each Director. No member of the Association in good standing may be prevented from attending such meeting.

Section 3. Quorum: A majority of the number of Directors elected shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a regularly held meeting or a specially called meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. Action Taken Without A Meeting: The Directors shall have the right to authorize any action to address an emergency without a meeting, which they could authorize at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a regular or specially called meeting of the Directors. Members of the Association shall be notified of any action taken by the Board without a meeting.

ARTICLE X

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers: The Board of Directors shall:

- A. Adopt and publish rules and regulations governing the use of the Common Area and Facilities and Structures thereon, and the personal conduct of the members, their delegees under Article V of these Bylaws and their guest therein, and to establish penalties for the infraction thereof;
- B. Determine reasonable admission fees or charges for the use of recreational facilities and structures upon the Common Areas;
- 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 Bylaws, the Articles of Incorporation or the Declaration;
- D. In the Board's discretion, declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent for three (3) consecutive regular meetings of the Board of Directors;

- E. Hire all employees such as Office clerk, Pool Manager, Lifeguards, Maintenance personnel, and such other employees as the Board deems necessary, after receiving the application for employment received from any such persons, and;
- F. Determine the duties and job descriptions for each employee.

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 present a financial statement thereof to the members at the annual meeting of the members;
- B. Supervise all officers, agents and employees of this Association, and see that their duties are properly performed;
- C. Fix the amount of hourly wages to be received by each employee, provided that employees shall only receive wages for hours worked and do not receive vacation pay, sick pay, or bonuses as a benefit of employment.
- D. Recommend any changes to the amount of the homeowners' dues or the amount of any specific assessment against each owner for approval of the members at the annual meeting or a specially called meeting for that purpose;
- E. Collect regular homeowners' dues to be paid at the beginning of each quarter, and collect any special assessments;
- F. Send written notice of each assessment to every member of the Association at least Thirty (30) days in advance of the date the assessment is payable;
- G. Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment payable has been paid, (A reasonable charge may be made by the Board for the issuance of this certificate. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment).
- H. Procure and maintain adequate liability and hazard insurance on Common Areas and structures thereon owned by the Association;
- I. Cause all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate; and
- J. Cause the Common Areas to be maintained.

Section 3. Complaints: Any Director receiving a complaint shall refer the complaint to the proper Committee Director or to the office of the Association for action.

ARTICLE XI

COMMITTEES

Section 1. The Association shall appoint a Nominating Committee, as provided in these Bylaws. Each Committee shall provide a written report describing action and inaction conducted by the committee to be presented to the membership at the annual meeting. In addition, the Board of Directors may appoint other committees as deemed appropriate in carrying out its purposes, such as:

- A. A personnel Committee, which shall be composed of the Board of Directors Executive Officers and such other members of the Board as needed and which shall seek, interview and make recommendations to the Board of Directors with regard to all persons hired or terminated by the Board of Directors.

- B. A Security & Restrictions Committee, which shall receive and investigate all complaints from outsiders and members of the Association and bring them to the attention of the Board of Directors and Association.
- C. A Pool Committee, which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association pools and notify the Board of Directors of any problems that exist pertaining to the maintenance of the pools;
- D. A Recreation Committee, which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other duties as the Board in its discretion determines;
- E. A Maintenance Committee, which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Properties, other than the pools, and shall perform such other duties as the Board in its discretion determines;
- F. A Publicity Committee, which shall inform the members of all activities and functions of the Association and shall, after consulting with the Board, make such public releases and announcements as are deemed to be in the best interest of the Association; and
- G. An Auditing Committee, which shall supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership, at its regular annual meeting, as provided in Article XIII, Section 7, sub-section D. The treasurer shall be an ex officio member of the Committee.
- H. A Long-Range Planning Committee, which shall advise the Board of Directors on actions that are being considered but are not likely to be completed in the current year due to the magnitude of the cost or the nature of the action.

ARTICLE XII

MEETING OF MEMBERS

Section 1. Annual Meeting: The Annual Meeting of the Association members shall take place on the second Thursday of November at 7:00 pm. If the day for the annual meeting of the Association members falls on a legal holiday, the meeting will be held at the same hour on the first day following that, which is not a legal holiday.

Section 2. Special Meetings: Special Meetings of the Association members may be called at any time by the president of, or the by the Board of Directors, or upon written request of the Association members who are entitled to vote one-fourth (1/4) of all votes of the entire Association membership.

Section 3. Notice of Meetings: Written notice of each meeting of the Association members and regular meetings of the Board of Directors shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by hand delivering or mailing a copy of such notice, postage prepaid, at least 15 days before such meetings, to each Association Member entitled to vote thereat, addressed to the Association 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 hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

- A. The yearly regular monthly meetings of the Board of Directors shall begin in the month of January and end in the month of December of each said year starting in 2005.

Section 4. Quorum: The presence at the meeting of the members of the Association entitled to cast, or members holding proxies entitled to cast, one-tenth (1/10) of the votes of the Association membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Association Members entitled to vote thereat shall have power to adjourn the meeting, until a quorum as aforesaid shall present or be represented.

Section 5. Proxies: At all meetings of the Association Members, each Association Member entitled to vote may vote in person or by proxy. All proxies shall be in writing and filed with the secretary on or before 5:00 pm three (3) days prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the Association Member of his or her Lot or Living Unit. Proxies of Members who are not entitled to vote at the meeting will not be considered valid.

ARTICLE XIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers: The Executive Officers of this Association shall be a President, a Vice- President, a Secretary, and a Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers: The election of Executive Officers shall take place at the first meeting of the Board of Directors following the annual meeting of the Association Members.

Section 3. Term: The Executive Officers of this Association shall be elected annually by the Board Members and each shall hold office for one (1) year unless he / she shall sooner resign, or shall be removed, or otherwise disqualified from service.

Section 4. Special Appointments: The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for the remaining term of the elected officers, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal: The Board of Directors may remove any officer from office for cause. 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. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies: A Vacancy of the Board of Directors may be filled by appointment by a majority vote of the Board of Directors. The member elected to such vacancy shall serve until the next annual meeting.

Section 7. Duties: The duties of the Executive Officers are as follows:

- A. President ~ the President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds, liens, and other written instruments; ensure that a parliamentarian is in place at all annual, regular or specially called Association meetings; and present a written summary of prior term accomplishments and long-range plans identified during or before the prior term at the annual meeting.
- B. Vice President ~ The Vice President shall act in the place of the president in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.
- C. Secretary ~ The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; 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 name and address of the members of the Association together with the number of votes to which each member is entitled, and shall perform such other duties as may be required of him or her by the Board.
- D. Treasurer ~ The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; sign all checks and promissory notes of the Association; keep proper books of account; cause annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; present a written cash flow forecast by the January meeting to be updated and distributed at each monthly meeting; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting.
 - 1. The treasurer shall prepare a detailed financial statement of income and expenditures to be presented to the Board of Directors and the Association Members present at the regular monthly meetings.
- E. Any of the above Executive Board officers shall have the authority to sign liens and or lien releases.
- F. All checks on the Association Bank Accounts shall require two (2) Executive Board Officers' signatures. Only Executive Board Officers shall be authorized to sign checks drawn on the Association's Bank Accounts.

ARTICLE XIV

ASSESSMENTS

Section 1. Creation of the Lien and Personal Obligation of Assessments: By the Declaration each association member is deemed to covenant and agree to pay to the association:

- A. Annual Assessments or charges;
- B. Special Assessments for capital improvements; and

- C. The Annual and Special Assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest, costs, and reasonable attorney's fees shall also be the personal obligation of the person who was the Owner of such property at the time when the assessment fee became payable and such personal obligation shall not pass to his or her successors in title unless expressly assumed by them.

Section 2. Purpose of Assessments: The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents in the Properties and in particular for the improvement and maintenance of the Properties, services and facilities and structures devoted to this purpose and related to the use and enjoyment of the Common Area, and the homes situated upon the Properties.

Section 3. Special Assessment for capital Improvements: In addition to the assessment authorized above, the Association may levy in any assessment year, a special assessment applicable to that year only, for the purpose of defraying, in whole or in part, the cost of any construction or reconstruction unexpected repair or replacement of a described capital improvement upon the Common Area, including the necessary fixtures and personal property related thereto; Provided that any such assessment shall have the assent of two-thirds (2/3) of the votes of the members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than 30 days and no more than 60 days in advance of the meeting setting forth the purpose of the meeting.

Section 4. Rate of Assessment: Both annual and special assessments must be fixed at a 2:1 ratio between single family Lots and Living Units in a Multi Family Structure and may be collected on a monthly basis.

Section 5. Effect of Nonpayment of Assessment: Remedies of the Association. Any assessment which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, 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, cost 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 assessments provided for herein by non-use of the Common Area or abandonment of his or her Lot or Living Unit.

Section 6. Subordination of the Lien to Mortgages: The lien of the assessment provided for herein shall be subordinate to the lien of any mortgage or mortgages. Sale or transfer of any Lot or Living Unit shall not affect the assessment. However, the sale or transfer of any Lot or Living Unit, which is subject to any mortgage, pursuant to a decree of foreclosure under such mortgage or any proceeding in lieu of foreclosure thereof, shall extinguish the lien of such assessments as to payments thereof which became due prior to such sale or transfer. No sale or transfer shall

relieve such Lot or Living Unit from liability for any assessments thereafter becoming due or from the lien thereof.

Section 7. Exempt Property: The following property subject to the Declaration shall be exempt from the assessment created therein.

- A. All properties dedicated to an accepted by local public authority;
- B. The Common Area; and
- C. All properties, owned by a charitable or nonprofit organization exempt from taxation by the laws of the State of Oklahoma. However, no land or improvements devoted to dwelling use shall be exempt from said assessments.

ARTICLE XV

BOOKS AND RECORDS

The books, records and papers of the Association shall at all time, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association.

ARTICLE XVI

CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Association.

ARTICLE XVII

AMENDMENTS

Section 1, the Bylaws 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 any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall control, and in case of any conflict between the Declaration and the Bylaws, the Declaration shall control.

ARTICLE XVIII

GOVERNING RULES

Robert's Rules of Order shall prevail at all times in any meeting conducted pursuant to these Bylaws.

ARTICLE XIX

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

