

BY-LAWS  
OF  
APPLE VALLEY HOME OWNERS ASSOCIATION, INC.

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ARTICLE I

Name and Location. The name of the corporation is Apple Valley Home Owners Association, Inc., hereinafter referred to as the “Association”. The principal office of the corporation shall be P.O. Box 13323, Oklahoma City, Oklahoma 73113, but meetings of Members and Directors may be held at such places within the State of Oklahoma, County of Oklahoma, as may be designated by the Board of Directors.

ARTICLE II

Section 1. “Association” shall mean and refer to Apple Valley Home Owners Association, Inc., its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, 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 or that required to be maintained and enjoyed by the Owners.

Section 4. “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map 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 and Conditions applicable to the Properties recorded in the Office of the County Clerk of Oklahoma County, Oklahoma.

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

## ARTICLE III

### MEETING OF MEMBERS

Section 1. Annual Meetings. An Annual General Membership Meeting shall be held each year within the first two months of the calendar year.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request by at least 18 of the members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the directions 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 hour 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 members entitled to cast, or of proxies entitled to cast 18 votes 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 power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. 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 on conclusion of the meeting.

## 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 who are members of the Association.

Section 2. Term of Office. The term of office for the Directors shall be three years. New members of the Board of Directors will be chosen at the annual general membership meeting. A member will be limited to a maximum of two consecutive terms as a director.

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. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. 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 duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a Board Meeting which they could take at an announced 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 V

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination Nomination for election to the Board of Directors may be made by a nominating committee, the current Board of Directors, or by members from the floor at the annual meeting.

Section 2. Election. Election to the Board of Directors shall be determined by a show of hands or by secret written ballot should any position be contested. 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 the Declaration. The persons receiving the largest number of votes shall be elected.

## ARTICLE VI

### MEETINGS OF DIRECTORS

Section 1. Meetings. 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. Members of the Association are welcome to any Board of Directors meeting and should they wish to call a Board meeting they need only contact the President of the Association or any two Members of the Board. If possible, notification of the time and place of the meeting should be available to all members.

Section 2. 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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1      Powers.      The Board of Directors shall have the power to;

(a)      Adopt and publish rules and regulations governing the use of the facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b)      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;

(c)      Declare the office of a member of the Board of Directors to be vacant in the event such member shall have failed to meet their obligation as a Board Member as determined by the remaining Board members.

(d)      Employ personnel as needed to accomplish the duties of the Board of Directors.

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 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.

(b)      Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.

(c)      As more fully provided in the Declaration, to;

(1)      Fix the amount of any assessment against each Lot at least fifteen (15) days in advance of each assessment period;

(2)      Send notice of each assessment to every Owner subject thereto at least fifteen (15) days in advance of each assessment period; and

(3)      Foreclose the lien against any property for which assessments are not paid within a reasonable period of time after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to 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/or hazard insurance on property owned by the Association;

(f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(g) Cause the Common Area to be maintained.

## ARTICLE VIII

### OFFICERS AND THEIR DUTIES

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

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one term (3 years) unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause, by the Board. Any officer may resign at any time, giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office except the President may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks greater than a Thousand Dollar amount.

Vice-President

(b) The Vice-President shall act in the place and stead of the President in 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.

Secretary

(c) 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 members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) 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 of account; cause an annual inspection of the books of the Association by appropriate persons; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Note: The annual inspection of the books by appropriate persons was set at the October 24, 2006 meeting. It was set at two members other than Board Members.

If this is deemed not appropriate then the Board shall establish a different inspection format.

#### ARTICLE IX

#### COMMITTEES

The Association may appoint any committees deemed necessary to assure the well being of the Association. In addition, the Board of Directors shall appointment 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 made available by the Secretary for inspection by any member. Copies of these records may be available upon request.

#### 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 assessment is not paid within thirty (30) days after the due date, the assessment may be subject to penalty/interest charges not to exceed 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 interests, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

#### ARTICLE XII

#### CORPORATE SEAL

The Association shall have a seal in circular form bearing within its circumference the words: APPLE VALLEY HOME OWNERS ASSOCIATION, INC.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a 2/3 vote of a quorum of members present and voting in person or by proxy.

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

ARTICLE XIV

MISCELLANEOUS

Section 1. The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.

Section 2. The rules contained in the current edition of "ROBERT'S RULES OF ORDER NEWLY REVISED" shall govern the society in all cases in which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the society may adopt.

Amended ( October 2006 )

Signature (secretary, Clyde Sabala)