

**AMENDED BYLAWS OF
THE VINTAGE AT VERDIGRIS HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is **THE VINTAGE AT VERDIGRIS HOMEOWNERS ASSOCIATION**. The principal office of the corporation shall be located in Rogers County, State of Oklahoma, but meetings of members and directors may be held at such places within Rogers County, Oklahoma, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1. “**Association**” shall mean and refer to The Vintage at Verdigris Homeowners Association, its successors and assigns.

Section 2. “**Properties**” shall mean and refer to the real property located in THE VINTAGE AT VERDIGRIS, LAKE VIEW ESTATES AT THE VINTAGE, and VINTAGE AT VERDIGRIS PHASE III, Subdivisions in Rogers County, State of Oklahoma, according to the Recorded Plats thereof (hereinafter referred to collectively as "Vintage at Verdigris" or as the "Subdivision"), and any other single-family residential subdivision as may hereafter be brought within the geographic jurisdiction of the Association by annexation.

Section 3. “**Common Area**” shall mean all real property owned or maintained by the Association for the common use and enjoyment of the owners, and shall include, but shall not be limited to all Reserve Areas and any landscaping easements (and improvements thereon) heretofore established by the Deeds of Dedication for The Vintage at Verdigris, Lake View Estates at The Vintage, and Vintage at Verdigris Phase III.

Section 4. “**Deed of Dedication**” shall mean and refer to the *Deed of Dedication and Restrictive Covenants of the Vintage at Verdigris* filed of record on February 5, 1999, in Book 1155 at Page 118; *Lake View Estates at The Vintage Deed of Dedication and Restrictive Covenants* filed of record on November 25, 2002, in Book 1426 at Page 284; *Deed of Dedication for Vintage at Verdigris Phase III* filed of record on February 23, 2006, in Book 1753 at Page 38, all in the office of the County Clerk for Rogers County, Oklahoma; and any other deed of dedication as may hereafter filed within the geographic jurisdiction of the Association by annexation.

Section 5. “**Articles of Incorporation**” shall mean and refer to the *Certificate of Incorporation of The Vintage at Verdigris Homeowners Association*, filed with the Oklahoma Secretary of State January 3, 2005, as Document No. 2112059760.

Section 6. “Lot” shall mean and refer to any single-family lot identified on the recorded Plats for The Vintage at Verdigris, Lake View Estates at The Vintage, and Vintage at Verdigris Phase III.

Section 7. “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 part of the Properties, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation.

Section 8. “Member(s)” shall mean and refer to each person(s) entitled to membership as provided in the Deed of Dedication. Members other than natural persons such as trust, limited liability companies and similar entities must submit documents to the Secretary for the Association evidencing of the existence of the entity (articles of incorporation, partnership agreements, trust memorandums, etc.) as well as evidence of who is empowered to act on behalf of the entity.

ARTICLE III **MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the Members shall be held at a date, time and place to be set by the Board of Directors. Each subsequent annual meeting of the Members shall be held on the same day of the same month of each year thereafter, or within ten (10) days thereof as may be determined by the Board of Directors at a location to be determined by the Board of Directors.

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 of a minimum of 25% of the Members who are entitled to vote, and such request shall state the purpose or purposes of the proposed meeting. Business at a special meeting so called shall be limited to the purpose or purposes stated in the notice for such meeting.

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 the notice, postage prepaid, at least fifteen (15) days before such meeting to each Member, addressed to the Member’s address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. A Member may agree in writing that any notice required by the governing documents be provided to the Member by electronic email, and thereafter notice by mailing shall be considered waived by that Member. The notice of meeting 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, twenty-five percent (25%) of eligible votes shall constitute a quorum for any action except as otherwise provided in the Deed of Dedication or these Bylaws. If, however, a quorum shall not be present or represented at any meeting, the Members present shall have the power

to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or be represented. If after three (3) attempts a quorum still cannot be reached, the Board of Directors is authorized to conduct the business of the Association that was on the agenda for the original meeting as if a quorum had been present, and such business shall be considered the official business of the Association.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. Proxies shall be in writing and filed with the Secretary prior to the meeting. Each proxy shall be revocable and shall automatically cease upon conveyance of the Lot of the Member who had given the proxy or by the Member's attendance at the meeting. The Member may designate a particular party to serve as his or her proxy to cast the vote of the Member submitting the proxy either on a particular issue or on all issues that may come before the Association at the meeting. If no particular party is named on the proxy, the Secretary of the Association shall vote that member's ballot in accordance with the majority vote of the Members present at the meeting. In the absence of the Secretary at any meeting, the Member's ballot shall be voted by another director who is present, based on the following list in order: Vice President, Treasurer, President.

Section 6. Voting. Members shall be entitled to one vote for each Lot owned. When more than one party holds an ownership interest in any one Lot, all such persons shall be Members, but shall have jointly only one vote for the Lot, and that vote shall be exercised as they among themselves determine. Only Members in good standing shall be entitled to vote. Good standing shall mean the Member is current on all assessments and has provided all required documentation in the case of legal entities, as described in Article II, Section 8.

Section 7. Informal Action by Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action with respect to the subject matter thereof is approved by a minimum of sixty percent (60%) of the Members. If authorized by the Board of Directors, the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission; provided that the electronic transmission must either set forth or be submitted with information from which it can be determined the electronic transmission was authorized by the Member or Member's Proxy. Any vote taken by electronic transmission will adhere to a set of rules to be adopted by the Board prior to any electronic vote being taken. Such rules shall be circulated to all Owners.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION, TERM OF OFFICE

Section 1. Number and Initial Board of Directors. The Board shall consist of not less than three (3) nor more than five (5) Directors who shall all be Members of the Association and who shall be elected at the annual meeting of the Members. Terms of the Directors shall be one (1) year.

Section 2. 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 appointed by the remaining Directors to serve until such

time as the Members of the Association shall elect a new Director, either at the next annual Members meeting, or at a special meeting called for that purpose. Such new Director shall serve for the unexpired term of his predecessor.

Section 3. 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 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 regular meeting of the Directors and shall be made a part of the record of the Association.

ARTICLE V

NOMINATION AND ELCTION OF DIRECTORS

Section 1. Nomination. Other than the initial Board of Directors, nominations for election to the Board of Directors may be made by a Nominating Committee appointed by the Board. Nominations may also be made from the floor at the annual meeting. Any Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Association. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominees must be members of the Association in good standing.

Section 2. Election. Election of the Board of Directors shall be by secret ballot unless a vote by voice acclimation is approved by a majority of the Members present at the annual meeting of the Members or at a special meeting of the members called for that purpose. At the election, each Member, or his proxy, shall be entitled to one vote per Lot for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is prohibited.

If authorized by the Board of Directors, the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission; provided that the electronic transmission must either set forth or be submitted with information from which it can be determined the electronic transmission was authorized by the Member or Member's Proxy. Any vote taken by electronic transmission will adhere to a set of rules to be adopted by the Board prior to any electronic vote being taken. Such rules shall be circulated to all Owners.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of the regular meetings shall be provided to each Director at least three (3) days in advance.

The first regular meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. If a regularly scheduled meeting should fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. The Board of Directors may conduct necessary business at special meetings called as provided for in Article VI, Section 2 below. All meetings of the Board of Directors shall be closed meetings subject only to the authority of the Board to open it to invited Members or third parties.

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 (2) Directors, after not less than three (3) days notice to each Director, said notice requirement being subject to the provisions of Article IV, Section 4 hereof.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Any act or decision of the Board shall require the vote of a majority of the Directors present at a duly held meeting at which a quorum is present, or as provided for in Article IV, Section 4.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have all of the powers allowed a corporation under the statutes of the State of Oklahoma and the governing documents of the Association, such powers to include, but not be limited to, the following:

- A. To adopt and publish rules and regulations as may become necessary to assist in the enforcement of all covenants, conditions and restrictions contained in the Deed of Dedication and these Bylaws, and to regulate the use of the Common Area and facilities, and the personal conduct of the Members and their guests, licensees and tenants thereon. The Board shall have the further authority to establish penalties, including, but not limited to, the power to levy fines, for the infraction thereof;
- B. To suspend the voting rights and right to use of the Common Area and 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;
- C. To suspend the right to use of the Common Area and facilities after notice and hearing, for infraction of any provisions of the Bylaws, the Deed of Dedication, and/or any duly adopted rules and regulations;
- D. To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of the Bylaws or the Deed of Dedication;

- E. To employ independent contractors or such other such individuals or employees as they deem necessary and to prescribe their duties; and
- F. To take such actions as are provided for and allowed by the provisions of these Bylaws and the provisions of the Deed of Dedication as the Board may from time to time determine to be necessary to enforce the covenants, conditions and restrictions, and rules and regulations of the Properties, such actions to include the authority to levy reasonable fines and the authority to bring legal action in the name of the Association to enforce such provisions. Any fine assessed shall be considered a special assessment against the responsible Member's assessment account under the governing documents of the Association, and may be enforced in like manner as any other assessment, including the right of the Association to file a lien against the responsible Member's property to secure payment of the fine, and to bring a foreclosure proceeding to enforce such lien;
- G. The Board, by a majority vote of the Board, shall have the authority to declare the office of a member of the Board of Directors to be vacant in the event the member shall be absent from three (3) consecutive regular meetings of the Board of Directors without obtaining the prior consent 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 a special meeting when the statement is requested in writing by Members having one-third (1/3rd) of the votes;
- B. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- C. Pursuant to the provisions of the Deed of Dedication and these Bylaws to:
 - (1) Fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; and
 - (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) File and foreclose liens against any Lot(s) for which assessments, whether regular or special, have not been paid when due or, in the alternative, bring an action at law against the Member personally obligated to pay the same.
- D. Issue, or to authorize an appropriate officer to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. A reasonable charge

may be made by the Board for the issuance of a certificate. If a certificate states an assessment has been paid, the certificate shall be conclusive evidence of payment;

- E. Procure and maintain adequate liability and 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; and
- G. Cause the Common Area and other areas which are the responsibility of the Association to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President, Vice President, 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. Officers shall be elected at the annual meeting of the Members.

Section 3. Term. The officers of this Association shall be appointed annually by the Board and each shall office for one (1) year unless a Director shall sooner resign, or shall be removed as provided for in Section 5 below, or otherwise becomes disqualified to serve.

Section 4. Special Appointments. The Board may elect 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 a majority vote of the Members. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. A resignation shall take effect on the date of receipt of such notice or at any other time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board provided, however, in the event the office of the President becomes vacant, the Vice President shall automatically fill the vacancy of the President, and the Vice President vacancy shall be filled by appointment by the Board. Any officer appointed to, or automatically filling, a vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Duties. The duties of the 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; shall sign all leases, mortgages, deeds and other written instruments. If there is an even number of directors on the Board Directors, and any vote of the Board of Directors results in a tie, the President shall cast the deciding vote.
- B. Vice President. 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. The Vice President shall also fill any vacancy in the office of the President pursuant to Article VIII, Section 6.
- 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 the same; 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.
- D. 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 of account; cause a compilation of the books of account for the Association to be made annually by a Certified Public Accountant, if so directed by Members, and a report prepared for the benefit of the Association; 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 shall deliver a copy to each of the Members.

ARTICLE IX **COMMITTEES**

The Association, acting through its Board of Directors, may nominate and appoint Members to various committees as necessary from time to time to help the Board in the performance of its obligation to the Association, including but not limited to, a Nominating Committee for candidates to serve on the Board of Directors of the Association. The provisions guiding any such committee shall be drafted by the Board of Directors at the time of creating any such committee.

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 Deed of Dedication and the Bylaws of

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

ARTICLE XI **ASSESSMENTS**

Section 1. Assessments/Dues. As provided in the Deed of Dedication, each Member is obligated to pay to the Association annual assessments (or base dues) and special assessments, which shall be set by the Board, and which are secured by continuing statutory lien upon the Lot against which the assessment is made. Dues shall be assessed evenly against all Lots. The assessments levied by the Association shall be used exclusively to promote the recreation, health, safety and welfare of the residents in the property and for the administration of the Association, and for the improvement and maintenance of the Common Area. In the event of a transfer of title to a lot, the grantee shall be jointly and severally liable for such portion of the assessment account for such Lot as may be due and payable at the time of conveyance.

Section 2. Special Assessments. In the event that the Board shall determine that its budget for any current year is or will become inadequate to meet all expenses for any reason, including but not limited to any special projects or nonpayment of any Owner's assessment on a current basis, it shall determine the appropriate amount of such inadequacy for such year and may levy a special assessment for the amount required to meet all such expenses on a current basis against the Owners of each Lot; provided, however, that any such special assessment in an amount exceeding 20% of the annual assessment for each Lot must first be approved by a majority of the Lot Owners, either in person or by proxy, at a meeting called for such purpose. Written notice of such meeting shall be sent to all Members not less than ten (10) days nor more than sixty (60) days in advance of the meeting. Special assessments levied in accordance with this Section shall be due and payable within fifteen (15) days of written notice thereof by the Board. Nonpayment of any special assessment shall result in action taken by the Board of Directors as set out more specifically in Section 3 below.

Section 3. Non-Payment of Assessments. 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 shall bear interest from the date of delinquency at the rate to be determined by the Board of Directors, but not to exceed eighteen percent (18%) per annum. In addition to any interest, the Board of Directors may also assess reasonable late fees against a past due account which shall also be a continuing lien upon the Lot of the responsible Member. All expenses incurred in collection of a past due assessment account, including, but not limited to, expenses of bringing legal action to collect an account, shall be added to the assessment account of the responsible Member as a special assessment, and shall constitute a lien on the Lot to be collected in the same manner as regular assessments. The Association may bring an action at law against the Member personally obligated to pay the same or foreclose the Association lien filed against the property. No Member may waive 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

Association may have a seal in circular form having within its circumference the words:
The Vintage at Verdigris Homeowners Association, Inc.

ARTICLE XIII
AMENDMENTS AND CONFLICTS

Section 1. Amendments. These Bylaws may be amended modified by a majority vote of the Board of Directors at a regular or special meeting of the Board. Such vote may be either in person or by proxy at a regular or special meeting of the Board. These Bylaws may also be amended or modified by a vote of a majority of all Members present at a regular or special meeting of the Members called for that purpose.

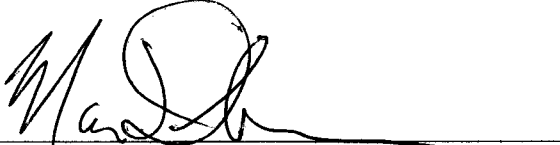
Section 2. Conflicts. In the case of any conflict between the provisions of the Deed of Dedication and these Bylaws, the Deed of Dedication shall control. In the case of any conflict between the provisions of the Articles of Incorporation and these Bylaws, the Bylaws shall control.

ARTICLE XIV
MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of the Association, unless the fiscal year is changed by amendment of these Bylaws as provided for in Article XIII.

THAT these Bylaws were approved at a special meeting of the Members on the 21st day of February, 2022, at which a quorum was present or represented by proxy, by the affirmative vote of at least two-thirds (2/3rds) of the Members entitled to vote after notice of the meeting and the purpose of the meeting was provided to all Members of the Association pursuant to Article XI, Section 1(i) of the *Bylaws for The Vintage at Verdigris Homeowners Association, Inc.*

IN WITNESS WHEREOF, the undersigned, being the Directors of The Vintage at Verdigris Homeowners Association, Inc. has hereunto set our hands this 27th day of February, 2022, and formally repeal the existing Bylaws for The Vintage at Verdigris Homeowners Association, Inc. and adopt these *Amended Bylaws for The Vintage at Verdigris Homeowners Association, Inc.*



Marc Speer, Chairman of the Board



Jonna Chaisson, Board Member



Jamie Huffaker, Board Member