

**Fully Amended and Restated
BYLAWS
FOR
EDDINGTON PLACE HOMEOWNERS' ASSOCIATION, INC.
(a not-for-profit corporation)
Adopted 5/8/2024**

**ARTICLE I
NAME AND LOCATION**

The name of this not-for-profit corporation is Eddington Place Homeowners' Association, Inc., hereinafter referred to as the "Association." The principal office of the Association shall be located at the address of the acting President of the Association or the address of the managing agent.

**ARTICLE II
MEMBERSHIP AND VOTER ELIGIBILITY**

Section 1. Membership. Every person or entity who is a record owner of a lot in Eddington Place, subdivision of the City of Jenks, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from the ownership of a lot. If more than one person or entity owns an interest in a lot, all such owners are Members of the Association.

Section 2. Voting Basis. For all elections and actions which require a vote of the Members, voting rights shall be on the basis of one (1) vote per lot. If more than one person or entity owns an interest in a lot, the co-owners of the lot shall determine among themselves how to cast the vote for their lot and which of the co-owners (or proxy) will cast the vote. If the co-owners of a lot are unable to unanimously agree how to cast the vote for their lot, all the co-owners of the lot will be considered ineligible to exercise the voting right of the co-owned lot for that specific election or vote.

Section 3. Voter Eligibility. To be eligible to cast a vote in any election or for any action which requires a vote of the Members, the Member must meet all of the following requirements:

- a) The Member must be a current record owner of a lot in Eddington Place.
- b) There must be no unpaid assessments, interest, or fees due to the Association for the lot in excess of 30 days past the due date.
- c) If more than one person or entity owns an interest in a lot, the Member must have the permission of the other owner(s) to cast the vote for the co-owned lot.
- d) The Member must not be in current violation of any covenants, published rules, or these bylaws.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Annual Meetings. The Board of Directors of the Association shall meet at least annually with the Members to conduct such business as may be properly brought before the meeting. The Board of Directors shall determine, by majority vote of the Board, the date, time and location of the annual meeting of the Members.

Section 2. Special Meetings. Special meetings of the Association may be called at any time by the President or by a majority of the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote. Any such request shall state the purpose of the meeting and only the business relating to the purpose for the meeting as contained in the notice may be conducted at the

special meeting.

Section 3. Notice of Meetings. The Board of Directors shall provide written call and notice of each meeting of the Members to each Member who is eligible to vote thereat. Notice shall be provided at least fifteen (15) calendar days before the meeting via U.S. Mail using the Member's address information last appearing on the books of the Association. 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. Such notice shall be deemed delivered once placed in the care of the U.S Mail system.

Section 4. Quorum. Except where otherwise specified in these Bylaws or required by Oklahoma law, the number of Members in attendance at the annual meeting of the Association or any special meeting of the Members, either in person or by proxy, who are eligible to cast a vote shall constitute a quorum for any action. Any action approved by a majority of votes cast by eligible voters at an annual or special meeting duly called hereunder shall constitute an act of the entire Membership.

Section 5. Proxies. For all actions requiring a vote of the Members of the Association, Members eligible to vote may vote by proxy. All proxies shall be in writing and shall be signed by all Members who own an interest in the lot the proxy is representing. Proxies shall be delivered to the Secretary of the Association before commencement of the meeting where a vote is taken. For Board Elections, proxies may be submitted prior to the election or included with the ballot. All proxies must be revocable up until the time of the meeting.

**ARTICLE IV
BOARD OF DIRECTORS;
SELECTION AND TERM OF OFFICE**

Section 1. Number and Qualification. The property and affairs of the Association shall be managed by a Board of Directors of not less than one (1) nor more than seven (7) Directors. All Directors must be Members of the Association and must be in Good Standing. Members in good standing are those Members who are eligible to vote pursuant to Article II, Section 3 of these bylaws.

Section 2. Term of Office. At the 2024 Annual Meeting, the number of Directors will be determined by vote of the membership. Each Director position will be assigned a one, two, or three-year term. The election will be held with the candidates receiving the highest votes serving the longest terms, respectively. Each Director will serve their term according to the election results and the successor for each Director position will be elected for a three-year term at the appropriate future annual meeting of the membership. Directors shall serve until their successor is duly elected, or until they are removed or resign pursuant to these Bylaws.

Section 3. Removal. Any Director may be removed from the Board of Directors, with or without cause, by a majority of eligible voters present at a special meeting duly called for that purpose.

Section 4. Compensation. No Director shall receive compensation for the service he or she may render to the Association as a Director on the Board of Directors.

Section 5. 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.

Section 6. Vacancies. In the event a Director's seat on the Board of Directors is vacated by death, resignation or removal by the Members, the remaining Directors on the Board of Directors may, by majority vote, appoint a successor to serve until the next Board of Directors election.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. Definitions.

a) "Voter Eligibility Requirements" shall mean the requirements of Article II Section 3 of these Bylaws.

b) "Declaration Letter" shall mean a letter from a Member declaring their intention to be a candidate for election to the Board of Directors of the Association.

c) "Annual Meeting" shall mean the annual meeting of the Members of the Eddington Place Homeowners' Association, Inc.

d) "Eligible Candidate" shall mean a candidate for election to the Board of Directors who is verified to be a current record owner of a lot in Eddington Place and verified to have no unpaid assessments, interest, fees, or other monies due to the Association in excess of 30 days past the due date for any lot in which they own an interest, and who is not currently in violation of any covenant. Any Member will not be considered eligible for candidacy if involved in legal issues, including but not limited to litigation, arbitration, or mediation, with the Association.

e) "Business Days" shall mean days the US Postal Service is open to postmark and deliver mail.

Section 2. Nomination and Candidacy. Candidates for election to the Board of Directors shall be made from the floor at each Annual or Special Meeting duly called for such purpose.

a) The Board shall verify that each person who submits a Declaration Letter or is nominated from the floor of the annual meeting meets the criteria to be an Eligible Candidate.

b) Each Eligible Candidate who submits a Declaration Letter prior to, or at the Annual Meeting, or who is nominated from the floor shall be allowed five (5) minutes of floor time at the Annual Meeting to address the Members.

Section 3. Election. The election for the Board of Directors shall be conducted either by Roll Call, acclamation, or via secret written ballot at the Annual Meeting of the Membership, or at a Special Meeting duly called for such purpose.

Section 4. Transition. Outgoing Directors shall provide all records, statements, credentials, contact information, accounting records and any and all other such records or information which were created or maintained to conduct business on behalf of the Eddington Place Homeowners Association to their successors and assist with transfers of ownership which may be required for any accounts, funds, agreements, memberships or contracts in an outgoing Director's name that are for the benefit of the Association.

ARTICLE VI MEETING OF DIRECTORS

Section 1. Regular Meetings & Annual Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, with or without notice to the Association, at such place and hour as may be determined by the Board of Directors. Notice of all regular meetings shall be provided to each Director at least three (3) days prior to the meeting date via telephone, electronic mail or text message. To

facilitate meetings more quickly when warranted or convenient, the requirement of three (3) days prior notice may be waived by the Directors provided that all Directors are in agreement to do so. A Director's attendance at a meeting called with less than three (3) days prior notice shall constitute that Director's agreement to hold the meeting. The annual meeting of the Board of Directors shall be held within 7 days of the beginning date for the term of the new Board of Directors. Meetings of the Board of Directors shall be open to the Members.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by the written request of a majority of the current 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 at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

**ARTICLE VII
POWERS AND DUTIES
OF THE BOARD OF DIRECTORS**

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

- a) Suspend the voting rights, and/or suspend access to the common facilities and pool of a Member during any period in which such Member shall be delinquent in excess of thirty (30) days in the payment of any assessment levied by the Association;
- b) 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 these Bylaws;
- c) Establish and levy annual assessments for the purpose of paying the expenses of maintaining the common areas, maintaining adequate reserves, and meeting the needs of the annual budget for the Association;
- d) Establish and levy special assessments from time to time for unbudgeted expenses or expenses in excess of the budget, subject to approval by the Association as hereafter provided in Article XI;
- e) Declare the office of a Director to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors or becomes non-responsive to three consecutive email votes when an online vote is called for by the President;
- f) Enforce the collection of assessments by lawful means including foreclosing the lien against any lot or otherwise or by an action at law for which assessments are not paid within thirty (30) days after due date; and,
- g) Employ a manager, a management company, an independent contractor, or such other employees as the Board of Directors deems necessary, and to prescribe their duties, establish their compensation and remove them at any time with or without cause.

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 make a statement thereof in the form of minutes or otherwise available to the Members at the annual meeting of the Association or at any special meeting of the Association when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

- c) Fix the amount of the annual assessment against each lot in advance of giving notice of the annual assessment;
- d) Send written notice of each annual assessment to every lot owner subject thereto;
- e) Enforce the collection of assessments that are not paid within thirty (30) days after the due date by lawful means including foreclosing the lien against a non paying Member's lot, or by pursuing any available enforcement procedure;
- f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- g) Cause the Common Areas to be maintained; and,
- h) 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. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payments.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a President who shall be at all times a member of the Board of Directors, and as many Vice Presidents as the Directors shall from time to time deem advisable, a Secretary and a Treasurer ("Regular Officers"), who must all be members of the Board of Directors, and such other officers ("Additional Officers") as the Board may from time to time by resolution create (collectively, Regular Officers and Additional Officers are referred to as "officers").

Section 2. Election of Officers. The election of Regular Officers shall take place initially at the Organizational Meeting of Directors, and, thereafter, shall take place at the annual meeting of the Board of Directors following each annual meeting of the Association.

Section 3. Term. The Regular Officers of the Association shall be elected annually by the Board of Directors and each shall hold offices for a term of one (1) year or until his or her successor is elected, unless he or she shall have resigned, or shall have been removed, or is otherwise disqualified to serve. All Regular Officers must be Members of the Association.

Section 4. Special Appointments. The board may elect such Additional 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. All Additional Officers must be Members of the Association.

Section 5. Resignation and Removal. At any time any officer may be removed from office with or without cause by the Board of Directors. 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 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 may be filled by appointment by a majority vote of the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person and any of the Vice Presidents may hold at the same time the office of Secretary or Treasurer.

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:

a) President. The president shall be the chief executive officer of the Association and shall preside at all meetings of the members and Board of Directors, shall see that orders and resolutions of the Board are carried out, he or she shall have general and active management of the business of the Association; and he or she shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

b) Vice President. The Vice President shall act in the place and stead 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 by the board.

c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Association, serve notice of meetings of the Board and of the Association, 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, all subject to the supervision of the President.

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; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and deliver a copy of each to the Members.

ARTICLE IX COMMITTEES

Section 1. Architectural Review Committee. The Board of Directors shall act as the Architectural Review Committee or, by majority vote, establish a separate committee to fulfill those tasks. The number of committee members, prerequisites for appointment to the Architectural Review Committee, responsibilities of the committee, who is appointed to serve on the committee, the length of service for appointees and all other details related to the committee shall be determined by the Board. Committees created by the Board pursuant to this section may be changed or eliminated at any time by a majority vote of the Board.

Section 2. Election Committee. An Election Committee may be created by resolution of the Board of Directors.

Section 3. Other Committees. The Board may, by resolution, create other committees as deemed appropriate or necessary in serving the needs of the Association. The number of committee members, prerequisites for appointment to a committee, responsibilities of the committee, who is appointed to serve on the committee, the length of service for appointees and all other details related to the committee shall be determined by the Board. Committees created by the Board pursuant to this section may be changed or eliminated at any time by a majority vote of the Board.

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 Declaration of Restrictive Covenants,

the Certificate of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association or at a convenient location as designated by the President of the Association. The Association may charge a reasonable fee for copies and other expenses incurred by a homeowner records request.

**ARTICLE XI
ASSESSMENTS**

Each Member is obligated to pay to the Association annual assessments levied to meet the budgetary needs of the Association and pay to the Association special assessments levied from time to time to cover unbudgeted expenses or expenses in excess of the budget, both of which are secured by a continuing lien upon the lot 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 due date, the assessment shall bear interest from the date of delinquency at a rate of six percent (6%) per annum and may increase as allowed by Oklahoma State Statute. 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, or both, 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 or abandonment of his lot, or any common area in the subdivision. The Board may pass special assessments in the best interest of the Association at a regular or special meeting of the Board of Directors, by a vote of a majority of the Directors present.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of the Directors present, or by the Members of the Association at a special meeting called for such purpose.

**ARTICLE XIII
MISCELLANEOUS**

The fiscal year of the Association shall begin on the 1st day of January and end of the 31st day of December of each year.