

**Exhibit "A"**  
**BY-LAWS OF**  
**HARVARD WALNUT CREEK HOMEOWNERS ASSOCIATION, INC.**  
**Amended and Restated Version dated March 31, 2017**

Legal description of Walnut Creek Amended—A part of the Southeast  $\frac{1}{4}$  of Section 8, T-18-N, R-13-E, Tulsa County, Oklahoma (Plat 2830)

WITH THE EXCEPTION OF:

Block 1 and Block 8 of Plat 2830. (The part of Walnut Creek Amended that is located on the EAST side of Harvard)

AND

Legal description of Walnut Creek II—A part of the North  $\frac{1}{2}$ , Southeast  $\frac{1}{4}$ , of Section 8, T-18-N, R-13-E, Tulsa County, Oklahoma (Plat 3203)

**These Bylaws are incorporated into these Covenants and made a part of the Contract.**

**ARTICLE I**

The name of the corporation is HARVARD WALNUT CREEK HOMEOWNERS ASSOCIATION INC. hereinafter referred to as the "Association." The principal office of the corporation shall be located at the home of the current President or Treasurer (located within Harvard Walnut Creek Homeowners' Association) in Tulsa, OK 74136, but meetings of members and Directors may be held at such places within the State of Oklahoma, County of Tulsa, as may be designated by the Board of Directors. The mailing address for the HWCHOA is P.O. Box 700067, Tulsa, OK 74170.

**ARTICLE II**

**DEFINITIONS**

Section 1. "Association" shall mean and refer to HARVARD WALNUT CREEK HOMEOWNERS ASSOCIATION INC., its successors and assigns.

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

Section 3. "Common Areas" shall mean all real property (including improvements thereto) owned or maintained by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas.

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. "Dedication" shall mean and refer to the Certificates of Dedication applicable to the Properties recorded in the Office of the County Clerk of Tulsa County, Oklahoma as plat numbers 2830 and 3203.

Section 7. "Capital Expenditure" shall mean any expenditure for long-term addition, betterments, or equipment properly chargeable to a capital assets account in an amount of \$5,000.00 or more.

### ARTICLE III

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a member of the Association, unless membership has been suspended by the Board of Directors pursuant to Article VIII, Section 1 (b) of these By-Laws. 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, and shall automatically pass to the heirs, successors and assigns of an owner upon the recordation of change in ownership of the lot in the public records of Tulsa County, Oklahoma and in the records of the Association. If membership has been suspended prior to the change of ownership, membership will be reinstated as to the new record owner when the cause for the suspension has been cured. All past dues are required to be paid at the time of the sale and will be collected at closing. If a new owner purchases the house prior to the end of the year and the current year dues have not been paid, the receivable for the current year dues passes onto the new owner and their membership status will continue to be suspended or in receivable status until the current year dues are paid in full.

### ARTICLE IV

#### MEETINGS OF MEMBERS

##### Section 1. Annual Meetings

Annual membership meetings shall be held at least once a year (preferably in July or August of each year). More than one regularly scheduled membership meeting may be held each year at the direction of the Board. Failure to hold an Annual Meeting in a timely fashion shall in no way affect the terms of the Officer or Directors of the Association or the validity of actions of the Association.

## 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 one-fourth (1/4) of all the members who are entitled to vote. Members shall be notified by US mail or electronic notification such as e-mail or text.

## Section 3. Notice of Meetings, Quorum and Majority Vote

Written notice of each meeting of the members shall be given by, or at the direction of the President by delivering a copy of such notice not less than five (5) days nor more than sixty (60) days before such meeting to **each member entitled to vote thereat**, to the member's address last appearing in the database of the Association, or supplied by such member to the Association for the purpose of notice, whether it be by electronic notification or US mail. 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. If a change, addition, or deletion to the By-Laws or Covenants, a proposed assessment, or any capital expenditures greater than \$5,000.00 will be considered at any meeting, the notice must so state. At any meeting called, at which a change, addition, or deletion to the By-Laws or Covenants, or any capital expenditure greater than \$5,000.00 will be considered, the presence of members or absentee ballots entitled to cast fifty percent (50%) of all the votes of the membership entitled to vote shall constitute a quorum. If the required quorum is not present, a second meeting will be called subject to the same notice requirement, and required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. If the required quorum is still not met, a third meeting shall be called subject to the same notice requirement, and required quorum at the third meeting shall be one-half (1/2) of the required quorum at the second meeting. Every act or decision done or made by a majority of members present, in person or by absentee ballot, at a duly held meeting at which a quorum is present shall be regarded as the act of the members.

## Section 4. Record Date

The Board of Directors may fix in advance a record date for the purpose of determining members entitled to receive notice of or to vote at a meeting of the members. The record date shall not be more than thirty (30) nor less than five (5) days before the date of any meeting or action without a meeting. If the Board of Directors does not specify a record date, the date upon which the notice of a meeting of members is mailed or e-mailed shall be the record date.

## Section 5. Quorum

The presence at the meeting of the members entitled to cast, or absentee ballots entitled to cast, twenty-five percent (25%) of the votes of the membership entitled to vote shall constitute a quorum for any action, except as otherwise provided in these By-Laws at Article IV, Section 3. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum, as aforesaid, shall be present or be represented.

## Section 6. Absentee Ballots

At all meetings of members, each member entitled to vote may vote in person or by absentee ballot. The HOA member requesting to vote via absentee ballot must contact the President or appointed board member via e-mail, phone message, or in person (at least seven to ten days prior to the meeting) to request an absentee ballot that clearly states the issue to be voted upon for that particular meeting. The Board may exercise the option of sending absentee ballots to all eligible voters prior to the meeting clearly stating the purpose of the meeting/vote. All absentee ballots shall be in writing, signed by the owner of the property with the residence address, and submitted to the President of the Association (or other officer appointed by the President) at least five (5) days prior to the publicized starting time of the meeting.

## Section 7. Action by Consent

Any action to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof. Any action so taken shall have the same effect as though taken at a meeting of members.

## Section 8. Voting Rights

The association shall have one class of voting membership consisting of all lot owners who shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members, unless voting rights have been suspended for that property owner. The vote for such lot shall be exercised as they determine, but in no event, shall more than one (1) vote be cast with respect to any Lot. If more than one (1) vote is cast per lot, both of those votes are rejected (disqualified, null and void) from the total count of the vote. All votes (both written and absentee) must contain the owner's name and the address of the property. Any deviation from the above will be determined an "illegal" vote and will not be counted.

# ARTICLE V

## OFFICES OF THE BOARD OF DIRECTORS

### Section 1. Enumeration of Offices

The officers of this Association shall be a minimum of a President, a Vice-President, a Secretary and a Treasurer. These officers will constitute the Executive Committee and will all be members of the Board of Directors. All offices may be co-chaired or shared by two people. These four (4) officers MUST be members of the HOA and must not be delinquent with their dues, fines, or assessments.

### Section 2. Term of Office

All officers of the Executive Committee of this Association shall be elected for a term of two (2) years per Nomination and Election rules as found in Article VI of these By-Laws. Each officer shall hold office until

the election of his successor unless he shall sooner die, resign, sell his/her home in the neighborhood, or shall be removed or become otherwise disqualified to serve.

### Section 3. Special Appointments

The Executive Committee shall appoint other officers to the Board of Directors as the affairs of the Association may require, each of whom shall hold office for the remainder of the board term, and have such authority and perform such duties as the Executive Committee deems necessary. The Executive Committee has the responsibility to appoint these Chairs of Specific Committees/Coordinators or Special Board Representatives: Block Captain Coordinators (minimum of one (1); (preferably 2 or more); Grounds Coordinator; City Coordinator; Communication Chair; Covenant/City Code Enforcement Chair; Social Chair; Safety Chair; Volunteer Coordinator; and Cultural Diversity Chair.

Chairs of specific committees/Appointed Coordinators and Representatives will become members of the Board of Directors upon their appointment and acceptance of these positions. All homeowners appointed to these positions must be members of the HOA and must not be delinquent with their dues, fines, assessments, penalties, or interest. Renters may not serve in any Board position, but may serve on committees.

### Section 4. Board Vacancies

The President's vacancy shall be filled by the Vice-President. A vacancy in any other Board position shall be filled by appointment by the President with approval from a majority of the other Board members. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

### Section 6. Multiple Offices

No person shall simultaneously hold more than one of any of the offices of the Executive Committee. The Executive Committee and other officers of the Board of Directors may hold more than one office as described in Special Appointments pursuant to Section 3 of this article or offices created pursuant to Section 4 of this Article.

### Section 7. Authority

The powers and duties of the Executive Committee are as follows:

- a. **President:** The President, or Vice President shall preside at all meetings of the Board of Directors. The President shall serve or appoint another officer to serve notice of meetings of the Board and of the members; shall see that orders and resolutions of the Board are carried out; shall oversee the Executive Officers, Committee Chairs and Coordinators, and other Board Members; shall present overall plan/direction for each year, along with specific goals; shall construct a yearly budget with the HOA Treasurer and present to the Board of Directors for approval before the beginning of each new year; present yearly budget to members of the Association at annual meeting and make available to residents

per their request; prepare a yearly calendar of events with an updated version mid-year with board approval; shall be responsible to advise Communication Chair of communication needs to the Harvard Walnut Creek residents; shall serve on Covenant/City Code Enforcement Committee; shall be responsible for lien filing (after a majority approval by the Board of Directors), working with attorney for collection purposes or appoint a member of the Executive Committee to assume this responsibility (because of the confidential nature of this job responsibility, only a member of the Executive Committee may assume this responsibility); keep the corporate seal of the Association and affix it on all papers requiring said seal; shall sign all contracts, leases, mortgages, deeds and other written instruments and shall co-sign, with the Treasurer, all checks and promissory notes in amounts greater than \$2500.00. Checks and promissory notes in amounts greater than \$5,000.00 must be approved by a vote of the membership as described in Article IV, Section 3, prior to being signed by the President.

- b. Vice-President: The Vice-President shall act in the place and stead of the President in the event of his request, absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board or the President. The Vice-President shall assist the President with coordination and management of Committee Chairs; shall choose a Committee to Chair; assist the President, Board Members or Committees as requested by the Board.
- c. Secretary: The Secretary shall record the votes with either the President or Treasurer (always two officers of the Executive Committee) and keep the minutes of all meetings and proceedings of the Board and of the members; keep appropriate current records up to date on a timely basis in the Association's contact database showing all members of the Association, their addresses, e-mail addresses, phone numbers and any pertinent information from said homeowners. In addition, the Secretary is responsible for maintaining any and all information on renters and their e-mail addresses, phone numbers and other pertinent information as it becomes available. The secretary shall also be responsible for maintaining the Volunteer Database; preparing and providing any needed reports from the contact database or the Volunteer database as requested by members of the Executive Committee; be responsible for collecting information and maintaining a database of owners who lease their property and provide information to the Board of all rental properties in the neighborhood; be responsible for mail out of HOA Board Welcome packets; collect HOA mail from the post office a minimum of once a week and deliver to HOA President; and shall perform such other duties as are required by the Board or the President.
- d. Treasurer: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association on a timely basis; shall disburse such funds on a timely basis as directed by resolution of the Board of Directors; and shall sign all checks and promissory notes of the Association. Checks and promissory notes in excess of \$2,500.00 must be co-signed by the President. Checks and promissory notes in excess of \$5,000.00 must also be approved by a vote of the membership as described in Article IV, Section 3, prior to being signed by the Treasurer. The Treasurer will also keep proper books of account including complete

records of each homeowner's dues, interest, penalties, fines, payments and correspondence applicable to each individual homeowner; keep complete records of notices, fines, penalties and interest relating to infraction of By-Laws and Covenants in each individual's records; keep proper records of expenditures to be presented to the membership at its regular Annual Meeting, and make available to any member requesting a copy pursuant to Article XI of these By-Laws; prepare a financial statement reflecting income and expense items detailed by category for each Board meeting and general meeting; handle all house transitions with closing companies and Block Captain coordinators; shall be responsible for assisting the President with preparing a yearly budget to be approved by the Board; shall serve on the Covenant/City Code Enforcement Committee; correspond with residents about their accounts; provide information to the President, closing companies, attorneys or residents in a confidential manner to assure residents' account receivables remain confidential; and shall perform such other duties as are required by the Board or the President.

#### Section 8. Responsibilities of Committee Chairs

The powers and duties of the Committee Chairs (which may be shared by two or three members), unless modified by the vote of a majority of the Board of Directors, are as follows:

- a. **Block Captain Program Coordinators:** The Block Captain Program Coordinators shall recruit Block Captains to represent each block/area within Harvard Walnut Creek and manage/coordinate all block captains and block captain program events and projects. The main goal for the Block Captain Program is creating connection and community building throughout the neighborhood.
- b. **Grounds Coordinator:** The Grounds Coordinator shall manage and monitor Harvard Walnut Creek planters, perimeters and common grounds to ensure care and beautification and manage both volunteer and paid staff involved in this area. Areas included, but not limited to, are the following: planter care and maintenance; plants/flowers-selection and care; sprinkler monitoring and repair; mowing and perimeter care; trash and sign removal; and any other activity that deals with care and beautification of any of the Harvard Walnut Creek common grounds.
- c. **City Coordinator:** The City Coordinator shall coordinate maintenance of all structures that the city is responsible for care and repair of for the neighborhood. This includes: utility poles, street lights, fire hydrants, street signs, streets and any other structure that is maintained by the city. The City Coordinator is also responsible for scheduling and monitoring the City Dumpster Program and advising the residents of scheduled times, dates and rules; acting as the City Liaison when the need arises or it is felt it is beneficial to the neighborhood; and manage volunteers serving on this committee.
- d. **Covenant/City Code Enforcement Chair:** The Covenant/City Code Enforcement Chair, along with members of this Committee shall be responsible for education of residents in regard to City Code and HOA Covenants when deemed necessary. In addition, the committee has the authority to enforce HOA covenants through the consequences stated within these HOA

Bylaws and Covenants. Both the President and Treasurer shall serve on this committee and have the authority to Chair this Committee. This Committee shall have a minimum of four (4) members including the Chair. The Chair is responsible for management and coordination of volunteers on this committee. This committee shall be confidential and discreet in all aspects of sharing this information amongst themselves, and any necessary attorneys and/or closing companies. Names and infractions shall never be published in any type of newsletters, etc.

- e. Communication Chair: The Communication Chair shall be responsible for management and coordination of all communication to Harvard Walnut Creek residents. This includes management of any volunteers assisting with these efforts. This will include postal service mailing, electronic notification, social media formats, and HOA entrance banners. This group shall keep the Harvard Walnut Creek residents aware of HOA business, activities and updates relevant to the neighborhood. The HWCHOA Board President would direct kinds of communication to go through this group.
- f. Social Chair: The Social Chair acts in coordination with the Block Captain Program in regard to neighborhood social events that involve the entire neighborhood such as the Neighborhood Spring Fair. In addition, assists with coordination of Non-Block Captain Program social events—such as, HOA Membership Meetings which involves set up and refreshments; Neighborhood Garage Sale, etc.
- g. Safety Chair: The Safety Chair shall coordinate any programs or projects that involve efforts to insure the safety of our residents and manage volunteers assisting with these activities.
- h. Volunteer Coordinator: The Volunteer Coordinator shall recruit and place Harvard Walnut Creek residents/volunteers into HOA programs and projects to be directed by Program Coordinators and Chairs and HOA President.
- i. Cultural Diversity Chair: The Cultural Diversity Chair shall promote respectful relationships among all ethnic groups residing with Harvard Walnut Creek; shall work with any liaisons for any group that feels the need for additional communication and coordination; shall manage/coordinate any volunteers on this committee.

All committee chairs are under the direction and management of the HWCHOA President. If the aforementioned Committee Chair positions are not filled during the term of each board, the HWCHOA Board is responsible for these duties.

## ARTICLE VI

### NOMINATION AND ELECTION OF OFFICERS

#### Section 1. Nomination

Nomination for election to the Executive Committee shall be made by a Nominating Committee. The Nominating Committee shall consist of no less than four (4) members of which no more than one-half (1/2) may be members of the Board of Directors. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual meeting of the members (every two (2) years) to serve from the



time of appointment until a new slate of officers are elected. The Nominating Committee shall make as many nominations for election to the Executive Committee as it shall in its sole discretion determine. No nominations will be accepted from the floor. General membership will be notified of the upcoming election with Nominating Committee members names and contact information. Any member of the association may contact a member of the Nominating Committee to recommend a nominee. Ballots will be finalized seven to ten (7-10) days prior to the meeting and will be available to absentee voters. Absentee ballots shall be requested from the President or the appointed board member via e-mail, phone message, or in person to obtain a ballot and that ballot must be returned with the absentee member's name, signature and address at least five (5) days prior to the publicized starting time of the meeting. All nominees must be current on their dues, fines, assessments, and penalties and be a member in good standing.

#### Section 2. Election

Election to the Executive Committee shall be by the members of the Association eligible to vote. At such election, the members in attendance and eligible to vote may cast one vote for each office. The persons receiving the largest number of votes shall be elected. Ballots must be signed by each voter to assure one voter per residence. Cumulative voting is not permitted.

### ARTICLE VII

#### MEETINGS OF DIRECTORS

##### Section 1. Regular Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times per calendar year.

##### 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 twelve (12) hours' notice to each Director.

##### Section 3. 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 4. Email or Text Message Meetings

Directors may participate in meetings of the Board of Directors by means of all electronic notification including, but not limited to a text message or email, by which all persons participating can read each other's messages, and participation by such means shall constitute presence in person at such meeting.

## ARTICLE VIII

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

#### Section 1. Powers

The business and affairs of the Association shall be managed by the Board of Directors, who may exercise all such powers of the Association and do all such lawful acts and things as are not directed or required to be exercised or done by the members. Without limiting the foregoing, the Board of Directors shall have power to:

- a. Adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- b. Suspend the rights of membership, including the right to participate in Association affairs, the right to vote and the right to use the Common Areas.
  1. For any period during which a member has failed or refused to pay dues, fines, assessments, penalties or late fees which have been due and payable by such member for a period of thirty (30) days.
  2. For a period as determined by the Board for any infraction of, default in, or breach of these By-Laws, or the Covenants of the Association.
  3. For a period until the cause of the suspension has been cured.
- c. Declare the office of a member of the Board of Directors to be vacant in the event such member shall become inactive in their position of the Board of Directors.
- d. Contract or hire a manager, an independent contractor, or such other agents as they deem necessary, to prescribe their duties and to determine fair market value of services, and
- e. Procure and maintain policies of insurance of all types and coverages.

#### Section 2. Duties

Without limiting the powers of the Board of Directors, it shall also be the responsibility of the Board of Directors to:

- a. Cause to be kept a complete record of all corporate affairs. If a special meeting is requested in writing by one-fourth (1/4) of the members who are entitled to vote, the Board of Directors has the responsibility to present those records as requested. The Board of Directors has the express responsibility to present minutes from the last Annual Meeting or Special Meeting and a financial statement at each meeting of the Association.
- b. Present highlights, summaries or pertinent information of all proposed or on-going projects at all Association meetings to inform, discuss, or propose new projects.
- c. Create mass e-mails to highlight, summarize, or provide pertinent information periodically throughout the year to members of the Association.
- d. Supervise all officers and agents of this Association, and see that their duties are properly performed.

- e. Discuss and evaluate the necessity of an annual dues increase amount to verify dues are commensurate with the needs and requirements of the Association. Any determined/recommended increase of the annual dues shall be presented to the membership by December 1<sup>st</sup> of each year.
- f. Discuss, determine and propose the amount of special assessments against each lot as needed to present to Association for vote.
- g. Discuss, determine and fix the amount of various fines relating to non-compliance of by-laws and covenants.
- h. Discuss, determine and fix the amount of late fees and penalties on past dues, assessments, and fines.
- i. Send written notice of dues via US mail or electronic communication to every Homeowner in January of each year. This invoice shall include all past dues, current dues, fines, assessments, penalties and interest applicable to each homeowner account. If there is no address on record (other than the house address), an invoice shall be sent to the house address within Walnut Creek.
- j. Send notices, fines, penalties and interest charges to homeowners who are not in compliance of covenants and by-laws.
- k. Cause to be kept a complete record of homeowners who are not in compliance with rules and regulations as set out in these by-laws and covenants of the Association. Records must be kept as to notices, fines, interest and penalties pertaining to each homeowner and shall be considered confidential information only available to the Covenant/City Code Enforcement Chair, attorneys and closing companies as required. Chair of committee may disclose to Board of Directors and other members of this committee such information on a discretionary basis.
- l. Create, oversee, and maintain a Covenant/City Code Enforcement Committee to enforce compliance of these by-laws and covenants for each lot in this Association. This committee shall be a minimum of four (4) members including the Chairman who is either the President or Treasurer of the HOA. The aforementioned officers will BOTH be members of this committee. The other members will be appointed by the Chair of this committee from members of the Association. This committee shall be confidential and no names will be discussed or released outside of this Committee and any necessary attorneys or closing companies, except in the case of filing liens or collection or where the matters have become public record.
- m. Issue, or cause an appropriate officer to issue, upon request by a closing company, an invoice/statement setting forth the status of paid and unpaid dues, fines, assessments, penalties, or interest owed by a homeowner as required for closing. A reasonable charge shall be made by the Board for the issuance of these invoices/statements. This administrative fee should be charged at the hourly rate of \$50/hour with a one hour minimum. This rate should be increased periodically by a majority vote of the Board of Directors.
- n. Cause the Common Areas to be maintained.

- o. Approve in advance each operating expenditure in excess of \$2,500.00 or any capital expenditure less than \$5,000.00. Capital expenditures in excess of \$5,000.00 must be approved by a majority vote of the Association as described in Article IV, Section 3 of these Bylaws.
- p. Create, oversee, and maintain a WCHOA website to provide pertinent, updated information to the membership. The HWCHOA Website should include, but not be limited to the following: Covenants and Bylaws, Board Contact Information, HOA yearly calendar of events and meetings, HOA Volunteer needs/opportunities, Neighborhood resource links and Neighborhood Alerts/Current News. This website will not be utilized to publicize any names or individual information in regard to past dues, past assessments, fines, etc.
- q. Create, oversee and maintain a rental/leased home database consisting of all homes that are being leased in the neighborhood. All owners shall register their leased residence with the Board within a specified period of time. Those owners who do not register their residences will be deemed to have represented that they are not currently leasing or renting the residence and will not become a part of the rental database created to track the rentals in the neighborhood. After January 1, 2018, all new owners (or previous owners who have not registered their homes as rental property) who wish to rent their property will fall under the limit/maximum of rental properties as further described in Covenant 43.
- r. Oversee and maintain a database containing all the contact information for each home in the WCHOA. This information will provide the owners' names, the address of the home, phone numbers for contact purposes, and e-mail addresses for HOA contact. If the home is maintained as a rental, the renters' contact information (email address and contact phone number) will be required. Owners must provide contact information to the WCHOA Board so dues and other notices can be sent. In addition, if an owner rents their home and is living at a different location, they must disclose current contact information for said purposes above. Also, current renter names and contact information must be disclosed for HWCHOA communication purposes. When there is a transition of renter/renters, the HWCHOA Board must be notified by the Owner of the home.
- s. Cause to create and maintain a reserve fund in a separate account with a minimum balance of twenty-five percent (25%) of dues collected over a one year period for special projects or emergencies approved by a majority of the Board of Directors. If the funds are partially or completely used, the Board of Directors shall have the responsibility to replenish that account on a timely basis by making deposits into that account as soon as the funds become available to the Association, but after operating expenses have been met.
- t. At least once a year the WCHOA Board will discuss, review, and dedicate a part of a general meeting to educating members on Covenants and By-Laws. A complete copy of the WCHOA Covenants and By-Laws will be included in the "welcome packet" sent or delivered to new Homeowners and will be made available to the HOA membership upon request. A complete copy of the Covenants/Bylaws will be available on the WCHOA website. All new covenants, by-laws or amendments will be highlighted for a period of one year.

## ARTICLE IX

### COMMITTEES

#### Section 1. Creation of Committees

In addition to the Nominating Committee provided for in article VI of these By-Laws, and a Covenant/City Code Enforcement Committee as provided in Article VIII, Section 2 of these By-Laws, the Board of Directors may, by resolution passed by a majority of the entire Board, designate committees, each committee to consist of one (1) or more of the officers of the Board of Directors. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member or alternate member of the committee, the committee member or members present at any meeting, and not disqualified from voting, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified committee member.

#### Section 2. Executive Committee

The Executive Committee shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

#### Section 3. Other Committees

Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

#### Section 4. Meetings

Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these By-Laws pertaining to notice for Directors' meetings.

#### Section 5. Vacancies

Vacancies on the Executive Committee or on other committees shall be filled by the board of directors then in office at any regular or special meeting of the Board of Directors.

## Section 6. Quorum and Majority

At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Committee members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Committee.

## Section 7. Manner of Acting

The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

## Section 8. Minutes

The Executive Committee and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

# 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 for a proper purpose with the exception of individual account records of any member other than the member requesting the information. The Dedication, the Articles of Incorporation, the Covenants, and the By-Laws of the Association shall be available for inspection by any member of the Association with a written request for a reasonable purpose.

# ARTICLE XI

## DUES, FINES AND ASSESSMENTS

**Purpose of HOA Dues:** The dues, assessments, and fines levied by the Association shall be used to promote the well-being, health, safety and welfare of the Association Members, to enhance the value of the neighborhood, to pay the costs of administration of the Association, and to pay all other Common Expenses, or to otherwise further the interests of the Neighborhood.

Each member (homeowner) is obligated to pay to the Association annual dues, assessments, fines, penalties and late fees.

Notices for payment of the Annual Dues will be billed during the month of January, but BY or before January 31<sup>st</sup> of the current year. Such Annual dues are due on or before the last day of February of that year. (February 28<sup>th</sup> or February 29<sup>th</sup>). Any dues which are not paid when due shall be delinquent. If the dues are not paid by March 31<sup>st</sup> (30 days after due date), the Board of Directors shall suspend the member's right of Membership, as provided in Article VIII, Section 1b of these By-Laws. Non-use of Common Areas, abandonment by a member of his or her lot, lack of interest or failure to participate shall not serve as a basis for non-payment of dues.

If an assessment has been determined and set by a vote of the Association, homeowners will be billed for that assessment with a due date of thirty (30) days after the date of the billing. If the assessment is not paid by thirty (30) days after the due date, the Board of Directors shall suspend the member's right of Membership, as provided in Article VIII, Section 1b of these By-Laws.

Late Fees: Delinquent Interest Rate.

All Delinquent payments shall be assessed a late fee (penalty) of 10% of the amount due plus 18% interest per annum. Homeowners with past dues as of February 28<sup>th</sup>, will be rebilled in March of that year with the current year penalty and interest added to the previous balance. Any past due amounts from previous years will be billed with both the penalty and interest added to the balance forward.

The President, Treasurer or an appointed member (appointed by the President) of the Executive Committee has the right to file liens, turn all delinquent Members to an attorney for collection or file any legal action deemed necessary by the Association upon approval by a majority of the Board.

The Board has the express authority to propose an annual dues increase to be voted on by the Board, but cannot exceed more than a \$25/year increase in any given year. Annual dues will increase a minimum of \$50 every FIVE (5) years. The general membership should be informed of the mandatory increase by electronic notification or US mail prior to December 1 that an increase will be included on the January billing of the next year. If the Board proposes a dues increase that exceeds the \$25 limit in any given year or the \$50 increase referenced above, that proposed increase will be voted on by the general membership per the voting requirements in Article IV, Section 3.

The Board of Directors shall have the express authority to propose assessments (clearly defined in the proposal) to present to the Association for vote as described in Article IV, Section 3 of these Bylaws. These assessments shall be handled in the same manner as an annual dues increase proposal. The notice of a meeting to vote on such proposal will be sent via US mail or electronic communication to each homeowner not more than 60 days or less than 5 days before the vote.

## ARTICLE XII

### CORPORATE SEAL

The Association shall have a seal having upon the seal the words: HARVARD WALNUT CREEK HOMEOWNERS ASSOCIATION INC.

## ARTICLE XIII

### AMENDMENTS

These By-Laws may be amended by the vote of members present in person or absentee ballot as described in Article IV, Section 3 of these Bylaws at any validly constituted meeting of the members of the association called for the specific purpose of amending the By-Laws.

These By-Laws, along with the Covenants, replace any and all Covenants and Bylaws pertaining to the area of homes known as the Harvard Walnut Creek Homeowners' Association as described in the beginning of page 1 of these Bylaws.

#### ARTICLE XIV

##### FISCAL YEAR

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.

#### ARTICLE XV

##### NON-PROFIT OPERATION

The Association will not have or issue shares of stock. No dividends will be paid. No part of the income or assets or net earnings shall inure to the benefit of any Member, Director, trustee or individual. The Association may contract in due course with its Members, Directors and Officers without violating this provision.

#### ARTICLE XVI

##### INDEMNIFICATION

The Association may indemnify each Officer and Director, including former Officers and Directors to the full extent permitted by the laws of Oklahoma.

#### ARTICLE XVII

##### RESURRECTION PLAN

In the event the HWCHOA ceases to function, a group of members can form a nominating committee for the purpose of electing officers to restart the organization. Members of the nominating committee can be elected as one of the officers. The purpose of the committee is to re-establish the HOA by setting up at least four (4) officers to get the organization re-established. Those officers will form the necessary committees to restart the organization. The nominating committee will call a general meeting of the WCHOA membership for the purpose of electing officers. All homeowners shall be notified of the meeting and the purpose of the meeting via e-mail, US Mail, signs posted at the entrances of the neighborhood, or any other method of mass media to inform as many homeowners as possible of the meeting's time and place. Those in attendance at the special meeting will have the authority to elect the new officers at that meeting. Officers will be elected by a simple majority from those in attendance (limited to one vote per home).



IN WITNESS THEREOF, we have hereunto set our hands in Tulsa, State of Oklahoma, this 31<sup>st</sup> day of March, 2017.

Tanna Strom  
Tanna Strom, Co-President

Morris Strom  
Morris Strom, Co-President

Michael Paul  
Michael Paul, Co-Vice-President

Elsa Paul  
Elsa Paul, Co-Vice-President

Beverly Vogel  
Beverly Vogel, Treasurer

Donna Wienecke  
Donna Wienecke, Secretary

Steve Berry  
Steve Berry, Safety Consultant

Carrell Waugh  
Carrell Waugh, Block Captain Coordinator

Ora Harrison  
Ora Harrison, City Liaison

George E. Gillen  
George Gillen, Senior Advisor



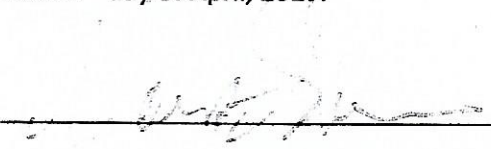
**CERTIFICATION**

We, the undersigned, do hereby certify:

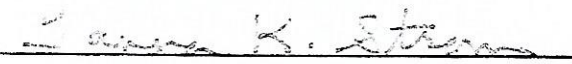
THAT we, Morris D. Strom and Tanna K. Strom are the duly elected and acting Co-Presidents of the HARVARD WALNUT CREEK HOMEOWNERS ASSOCIATION, INC., an Oklahoman non-profit corporation, and

THAT the foregoing By-Laws of the Harvard Walnut Creek Homeowners Association Amended and Restated Version dated March 31, 2017, have been duly adopted by the WCHOA by a vote held on the 18<sup>th</sup> day of April, 2017.

IN Witness Whereof, we have hereunto subscribed our names and affixed the seal of said Association this 25<sup>th</sup> day of April, 2017.

  
\_\_\_\_\_

Morris D. Strom, Co-President

  
\_\_\_\_\_

Tanna K. Strom, Co-President



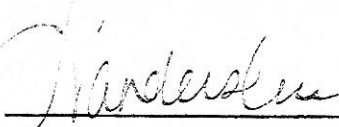
**ACKNOWLEDGMENT**

STATE OF OKLAHOMA

COUNTY OF TULSA

Before me, the undersigned, a Notary Public, in and for said County and State on this 25<sup>th</sup> day of April, 2017 personally appeared Morris D. Strom and Tanna K. Strom, to me known to be the identical persons who executed the forgoing instrument as Co-Presidents, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

  
\_\_\_\_\_

Notary Public

My commission expires:

Oct 3, 2018

