



**BYLAWS OF THE
QUAIL RIDGE NEIGHBORHOOD ASSOCIATION, INC. ✓
(as amended on August 1, 2001)**

I. OFFICES

The principal office of the corporation shall be in the home of the duly elected President who shall also serve as the registered agent of the Corporation.

II. PURPOSE

The purpose of the Quail Ridge Neighborhood Association, Inc. includes:

- A. To promote and develop a community for safe, healthful and harmonious living.
- B. To promote the collective and individual property and civic interest and rights of all persons, firms and corporations owning property or living in Quail Ridge.
- C. To care for the improvements and maintenance of the entryways, public easements, parkways, grass plots, facilities of any kind dedicated to the community use and other open spaces and other ornamental features of the above described subdivision known as Quail Ridge, which now exist or which may hereinafter be installed or constructed therein.
- D. To cooperate with the owners of all vacant and unimproved lots and plots now existing and hereinafter shall exist in the tract in keeping them in good order and condition, in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property therein, and to take any action with reference to such vacant and unimproved lots and plots as may be necessary or desirable to keep them from becoming such nuisance and detriment.
- E. To aid and cooperate with the members of this corporation and all property owners in the tract in enforcement of such conditions, covenants, and restrictions on and appurtenant to their property as are now in existence as well as any other conditions, covenants and restrictions as shall hereinafter be approved by a majority vote of the members of the Corporation, and to counsel with the Planning Commission and the Tulsa City Council having jurisdiction in relation to any zoning that may affect any portion of the subject property.
- F. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of Quail Ridge and their property interests therein.

- G. To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objectives, and to exercise all rights, powers and privileges of ownership to the same extent as natural owners might or could do.
- H. To arrange social and recreational functions for its members.
- I. To exercise any and all powers that may be delegated to it from time to time by the members of the neighborhood association.
- J. This Corporation shall not engage in any venture of any kind or character for gain or profit.
- K. The Quail Ridge Neighborhood Association is prohibited from engaging in those activities, political or otherwise, which would constitute basis for denial of exempt status under the Internal Revenue Code of 1954 as amended, and particularly Section 501, or statutes of similar import.
- L. No donations of money or property to the Association which have been or will be made to the Association may be diverted to the benefit of any individual member or members of the Association, and the Association is prohibited from paying any salary or wage to any of the duly elected officials thereto. This prohibition does not extend to the hiring of secretarial or clerical assistance when and if deemed necessary or the retention of individuals or firms on a contractual basis for the rendition of professional services for the Association on a temporary basis for specific items duly authorized by the Association.

III. MEMBERS

- A. Class of Members. The corporation shall have one class of members. The qualifications and rights shall be as follow:
 - 1. Each lot owner of record in the Quail Ridge Addition shall be eligible for membership in the Quail Ridge Neighborhood Association.
 - 2. Membership shall include an undertaking by the applicant to comply with and be bound by the Bylaws and amendments thereto, and the policies, rules and regulations at any time adopted by the Corporation in accordance with these Bylaws. Annual membership dues shall be \$25.00 per lot to be assessed each November 1st and payable by January 1st of the following calendar year.
 - 3. Membership in this Corporation shall terminate at such time a member ceases to be a resident of the Quail Ridge subdivision or at such time a member fails to pay the aforementioned dues.

- B. Voting Rights. For matters submitted to a vote of the Quail Ridge Neighborhood Association membership, each lot in the Quail Ridge Addition will carry with it one vote to be cast by the lot owner of record or his/her duly authorized proxy.

IV. MEETING OF MEMBERS

- A. Annual Meeting. An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held in the County of Tulsa, State of Oklahoma, during October of each year, beginning in 1993. The time and place shall be fixed by the directors.
- B. Regular Meetings. In addition to the annual meetings, regular meetings of the members shall be had at such time and place as determined by the Board of Directors, provided an adequate twenty (20)-day notification is given.
- C. Special Meetings. A special meeting of the members may be called by the Board of Directors. A special meeting of the members must be called within twenty (20) days by either the president or the Board of Directors when requested by not less than two-thirds (2/3) of the members having voting rights.
- D. Notice of Meetings. Notice stating the place, day, and hour of any meeting shall be posted at each of the two entrances to Quail Ridge subdivision at least 10 days preceding the meeting.
- E. Quorum. The members holding fifty-five percent (55%) of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. A quorum may be declared by the Chairman if approved by the Board of Directors and those members present. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.
- F. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing and delivered to the Secretary or member of the Board. A duly authorized proxy is hereby defined as an individual who has been registered by the lot owner of record with the secretary of the Quail Ridge Neighborhood Association to serve as proxy in the absence of the lot owner. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

V. BOARD OF DIRECTORS

- A. General Powers. The affairs of the Corporation shall be managed by the Board of Directors, subject to instructions of the members of the Corporation at a regular meeting, or subject to approval of the membership as expressed by vote of membership.

- D. Number, Tenure and Qualifications. The number of directors shall be seven (7). These directors shall be members of the Corporation and shall hold office for one (1) year or until their successor shall have been elected and qualified.
- E. Regular Meetings. The Board of Directors shall meet regularly the first week of each quarter at a time and place it shall select.
- F. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or of a majority of the directors.
- G. Notices. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior thereto, by written notice delivered personally or sent by mail to each director. Any director may waive notice of any meeting.
- H. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time, and without further notice.
- I. Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
- J. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by election by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

VI. OFFICERS

- A. Officers. The officers of the Corporation shall be a president, a vice-president, a secretary and a treasurer.
- B. Qualifications and Method of Election. The officers shall be members of the Corporation. The officers shall be elected by a majority of members, and shall serve for a term of one (1) year. The president and vice-president, secretary and treasurer shall be members of the Board of Directors.
- C. President. The president shall preside at all meetings of the Corporation and of the Board of Directors at which he is present, shall exercise general supervision of the affairs and activities of the corporation, and shall serve as a member ex officio of all standing committees, and will be a member of the Board of Directors in the year following his term of office.

- D. Vice-President. The vice-president shall assume the duties of the president during the president's absence. The vice-president shall serve as president-elect of the Association.
- E. Secretary. The secretary shall keep the minutes of the meetings of the Corporation and of the Board of Directors, which shall be an accurate and official record of all business transacted. The secretary shall be custodian of all corporate records.
- F. Treasurer. The treasurer shall receive all corporate funds, keep them in a bank approved by the Board of Directors, and pay out funds only on notice signed by him and by one other officer. The treasurer shall be a member ex officio of the Audit Committee. Authorization of expenditures is as follows:

<u>Amount of Payment</u>	<u>Authorization Required</u>
\$ 0 - \$ 50.00	President and Treasurer
\$ 50.01 - \$ 500.00	Board Approval
\$ 500.01 or more	Majority of owners present at a properly called regular or special general membership meeting

The books of the Association shall be open for inspection by any member of the Association at any time. The Treasurer shall submit annually the financial statement of the Association to the Board of Trustees.

- G. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by any member of the Board of Directors for the unexpired portion of the term.

VII. COMMITTEES

- A. Standing Committees. Standing Committees of the Association shall be the Activities Committee, the Maintenance Committee, the Planning and Zoning Committee and the Audit Committee. Unless otherwise noted herein, each committee shall consist of a Chairman who will be a member of the Board of Directors and two or more members as determined by the Chairman of the committee. Each committee shall be appointed by the Board of Directors at its annual meeting to serve until the next annual meeting of the Board and until its successor shall have been duly elected and qualified. The Board of Directors may appoint such other committees as it deems desirable.
- B. Activities Committee. An Activities Committee shall advise the Board of Directors on all matters pertaining to social activities of the Association and shall perform such other functions as the Board, in its discretion, determines.

- C. Planning and Zoning Committee. The Planning and Zoning Committee shall inform members of all activities and functions relating to or affecting Quail Ridge subdivision with respect to existing, proposed or possible changes in Planning and Zoning and shall perform such other functions as the Directors, in its discretion, determines.
- D. Audit Committee. An Audit Committee shall supervise the annual audit of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, as provided in Article IV, Section A. The treasurer shall be a non-voting member of the Audit Committee.

VIII. **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules in order the Association may adopt.

IX. **FEES, DUES AND ASSESSMENTS**

- E. Annual Dues. The annual dues shall be the same for each member and shall be Twenty-Five Dollars (\$25.00) per year, subject to such modification as the majority of the directors may require, provided, however, that no increase above ten percent (10%) per year may be determined without two-thirds (2/3) of the members approving such increase.
- F. Payment of Dues. The annual dues are assessed each November 1st and shall be payable on or before January 1st of the following year.
- G. Default in Payment of Dues or Assessments. When any member shall be in default of the payment of dues or assessment for a period of six (6) months from the date on which such dues or assessments become payable, he shall for the purposes of voting, not be considered a member in good standing. In addition, such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he has paid dues and assessments in full, and until such time as such member is reinstated, he shall have no rights of any kind arising out of a membership in the Corporation.
- H. Assessment of Dues. In the event any member whose dues are paid shall, during the year in which such dues were paid, terminate his membership by sale of his lot or nit or by moving from Quail Ridge, he shall be entitled to assign to the buyer of such building the benefit of the paid-up dues. Said member should advise the purchaser of this fact, and also notify any member of the Board of Directors.

X. **FISCAL YEAR**

The fiscal year of the Corporation shall be from November 1st to October 31st.

XI. BOOKS AND PAPERS

The books, records and papers of the Association shall be available for inspection at the regular and annual meetings by any member.

XII. CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: QUAIL RIDGE NEIGHBORHOOD ASSOCIATION.

XIII. AMENDMENTS

Any proposed amendment to these Bylaws may be submitted in writing at any meeting of the members of the Corporation. Such proposed amendments shall be discussed at the meeting of the members following the meeting at which the proposed amendment was submitted, and shall be voted on by the members of the Corporation at a date that shall not be earlier than the second meeting following the initial submission of the proposed amendment. Such proposed amendment must be signed by three (3) members of the Corporation, shall be read to the meeting by the secretary, and shall be printed on ballots distributed to all members by mail. A proposed amendment shall become effective when approved by two-thirds (2/3) majority of the members entitled to vote.

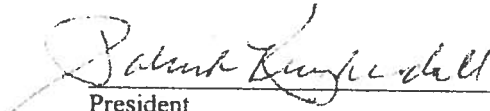
XIV. DISSOLUTION

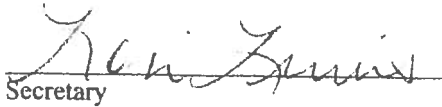
Upon dissolution of the Association, all assets of the Association are to be distributed to a charitable organization selected by majority vote of the Board of Directors which qualified as an exempt organization under Section 501 of the Internal Revenue Code of 1954.

The undersigned hereby certifies that:

1. He is the duly elected and acting president of Quail Ridge Neighborhood Association, a non-profit corporation duly organized and existing under the laws of the State of Oklahoma.
2. The foregoing represents the bylaws of the Quail Ridge Neighborhood Association as duly amended on August 1, 2001.

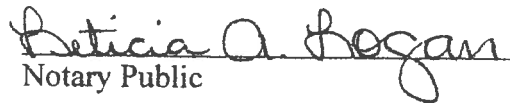
IN WITNESS WHEREOF, the undersigned has hereto subscribed his name and affixed the seal of the Quail Ridge Neighborhood Association, Inc., on the 12TH day of DECEMBER, 2001.


President


Secretary

Subscribed and sworn to before me this 12th day of December, 2001 by

Patrick Kuykendall, President, and Lori Lewis, Secretary,
of the Quail Ridge Neighborhood Association.


Notary Public

My Commission Expires:

2/24/04

Corporate Seal