

Not recorded (these Bylaws apply to Owners in Sections 1, 2, 4 & 5)  
**BYLAWS  
OF  
FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1  
A Not-for-Profit-Corporation**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1, hereinafter referred to as the "ASSOCIATION". The principal office of the corporation shall be located at 16801 Fenwick Boulevard, Edmond, Oklahoma 73003, but meetings of members and directors may be held at such places within the State of Oklahoma, County of Oklahoma, as may be designated by the Board of Directors.

**ARTICLE II**

Section 1. "Association" shall mean and refer to FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1, a non-profit corporation, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property within the gated portion of Fenwick I, II, IV and V or as described in the FENWICK Owners Restrictions and Protective Covenants, Conditions and Restrictions, and Certificate of Incorporation of FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1 and such additions thereto as may be brought within the jurisdiction of the Association from time to time, including subsequent sections of FENWICK.

Section 3. "Common Areas" shall mean the tracts of land designated as common areas or detention areas and any lands dedicated to the "public" on the plat or plats of within the gated portion of Fenwick I, II, IV and V, a part of the South one-half of Section 321 T14N, R3W, I.M., Oklahoma County, Oklahoma (see exhibit "A" for exact legal), according to the recorded plat thereof (Fenwick will be platted in more than one section and all sections are fully included as is the original section of FENWICK) and any lands deeded to FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1 (lands dedicated to the public are not owned by the Association but may require maintenance by the Association per the regulate the use of the areas. FENWICK, L.L.C. may also at their discretion deed properties to the FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1 that are not a part of the plats and not in the South 1/2 of Section 32 for the purposes of detention or for other purposes. It shall be the responsibility of the FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1 to perform upkeep and maintenance on any detention ponds whether on site or off site per the requirements of the City of Oklahoma City.

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 home which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligations.

Section 6. "Declarant" shall mean and refer to Fenwick, L.L.C., a Oklahoma Limited Liability Company, its successors or assigns, if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development and if FENWICK, L.L.C. shall assign their right as Declarant.

Section 7. "Declaration" shall mean and refer to the Conditions and Restrictions applicable to the Properties recorded in the Office of County Clerk of Oklahoma County, Oklahoma (also known as Owners Restrictions and Protective Covenants) .

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

Section 9. "Improved Lot" shall mean any lot in which a residential home has been constructed and sold to a member.

### **ARTICLE III MEETING OF MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall be held no later than December 2000 or after at least nine homes are occupied and each subsequent regular meeting of the members shall be held on or about the same day of the same month of each year thereafter at the hour of 7:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

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 postage prepaid or hand delivering, a copy of such notice at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum ' shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each voting member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. For voting purposes, only the homeowner of each improved lot shall vote and the homeowner, whether one or more persons or entities, shall have one vote per improved lot owned.

### **ARTICLE IV SELECTION, TERM OF OFFICE, BOARD OF DIRECTORS:**

Section 1. Number. A Board of seven (7) directors, who need not be members of the Association, shall manage the affairs of this Association. The President or Vice-President of Fenwick Homeowners Association (to be determined by the president of Fenwick Homeowners Association) shall automatically serve as one of the Board Members.

Section 2. Term of Office. At the first annual meeting the members shall elect two directors for a term of one year, two directors for a term of two years and two directors for a term of three years; and at each annual meeting thereafter the members shall elect two directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a 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.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

Section 1. Nomination. A Nominating Committee shall make nomination for election to the Board of Directors. Nominations may also be made from the floor at the annual meeting. The Nominating committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. 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. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VI MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting 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.

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 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.

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

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

(a) Adopt and publish rules and regulations governing the use of the Common Area and facilities within the gated portion of Fenwick I, II, IV and V, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which the Association shall in default in the payment of any assessment levy such member. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;

(c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;

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

(c) as more fully provided in the Declaration, to:

(1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period. (Initial assessment will be \$50.00 per year for first year) pro-rated to December 31, of first year.

(2) send written notice of each assessment to every Lot Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.

(d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. The Board for the issuance of these certificates may make a reasonable charge. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

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

(g) cause the Common Areas within the gated portion of Fenwick I, II, IV and V to be maintained.

(h) Perform such duties as required by FENWICK Owners Restrictions and Protective Covenants as filed for various sections of FENWICK and Articles of Incorporation of FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1.

## **ARTICLE VIII OFFICERS AND THEIR DUTIES**

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

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

Section 3. Term. The Board shall elect the officers of this Association annually and each shall hold office for one (1) years unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

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

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

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

Section 7. Multiple Offices. The same person may hold the offices of secretary and 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:

President

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. Vice-President

(b) The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all correspondence; keep appropriate current records showing the members of the Association together with their addresses; and shall perform such other duties as required by the Board. Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

## **ARTICLE IX COMMITTEES**

The Association shall appoint a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

## **ARTICLE X BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the 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 reasonable cost.

## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments, which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, which are not paid when due, shall be delinquent. If the assessment is not paid within

thirty (30) days after the due date, the assessment shall charged a \$20.00 late fee and bear interest from the date of delinquency at the rate of eighteen percent (18%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property and interest, costs, reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Lot Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lots.

## **ARTICLE XII CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1

## **ARTICLE XIII AMENDMENTS**

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of the quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Fenwick Articles of incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Fenwick Owners Restrictions and Protective Covenants and these Bylaws, the Owners Restrictions and Protective Covenants shall control.

## **ARTICLE XIV MISCELLANEOUS**

The fiscal year of the Association shall begin on the first 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.

IN WITNESS WHEREOF, we, being all of the directors of the FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1, have hereunto set our hands this \_\_\_\_ day of \_\_\_\_\_, 2000 (unsigned copy).

Purportedly signed by Bud Barley, Cheryl Fincher and Sherry Loux, Directors.

## **CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of the FENWICK STREETS AND DRAINAGEWAYS HOMEOWNERS ASSOCIATION #1, an Oklahoma Corporation, and THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on this \_\_\_\_ day of \_\_\_\_\_, 2000 (unsigned copy).

**EXHIBIT "A"**  
**LEGAL DESCRIPTION**  
(metes and bounds legal description omitted)