

BYLAWS
OF
UNIVERSITY ESTATES-WOODCREST HOMEOWNERS' CORPORATION

ARTICLE I

Definitions

Section 1. "Corporation" shall mean and refer to the University Estates-Woodcrest Homeowners' Corporation, a nonprofit corporation organized and existing under the laws of the State of Oklahoma.

Section 2. "The Properties" shall mean and refer to University Estates and Woodcrest Subdivisions, two subdivisions of the Southwest Quarter of Section Three, Township 19 North, Range 2 East of the Indian Meridian, Payne County, Oklahoma, according to the plats thereof, recorded on March 25, 1966 in Book 166 Misc., Page 247, (the University Estates); and September 17, 1970 in Book 185 Misc., Page 11 (for the replat of lot 35, block 2, University Estes); and July 10, 1972 in Book 193 Misc., Page 449 (for the plat of Blocks 6 and 7, University Estates); and January 31, 1973 in Book 196 Misc., Page 297 (for Woodcrest) in the official records of the County Clerk of Payne County, Oklahoma.

Section 3. "Common Properties" shall mean that area designated FLOOD CONTROL LAKE AREA as shown on the plat hereto attached.

ARTICLE II

Location

Section 1. The principal office of the Corporation shall be located at Stillwater, OK.

ARTICLE III

Membership

Section 1. As used herein, "Lot" shall mean those tracts of land so designated upon the recorded subdivision map of The Properties; and "Owner" shall mean the record owner, whether one or more persons, of the fee simple title to any Lot, including contract buyer, but shall not include a mortgagee unless such mortgagee has acquired title pursuant to foreclosure, nor shall such term include any other who has an interest merely as security for the performance of an obligation.

Every member under the terms of the Amended Certificate of Incorporation applicable to The Properties is subject to assessment by the Corporation.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Corporation, as provided in Article III of the Amended Certificate of Incorporation, which provisions are incorporated herein by reference and made a part thereof.

Section 3. The membership rights of any person whose interest in The Properties is subject to assessments under Article III, whether or not they are personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, their rights and privileges shall be automatically restored.

ARTICLE IV

Voting Rights

Section 1. The Corporation shall have one class of voting membership and one vote per lot.

ARTICLE V

Property Rights and Rights of Enjoyment of Common Property

Section 1. Each member shall be entitled to the use and enjoyment of the Common Properties and facilities as provided by the rules and regulations adopted by the Board of Directors under provisions of Article IX, Section 1, Subsection (d) of these Bylaws.

Section 2. Any member may delegate their rights of enjoyment in the Common Properties and facilities to the members of their family who reside upon The Properties or to any of their tenants who reside thereon under a leasehold interest for a term of one year or more. The rights and privileges of such person are subject to suspension under Article III, Section 3, to the same extent of those of the member.

ARTICLE VI

Corporation Purposes and Powers

Section 1. The Corporation has been organized as a non-profit corporation for purposes of promoting the recreation, health, safety, and welfare of the residents of The Properties, as more fully set forth in Article IV of the Amended Certificate of Incorporation for the Corporation.

Section 2. The Corporation shall have power to mortgage its Properties only to the extent authorized under the recorded Amended Certificate of Incorporation, i.e. Article VIII, applicable to said Properties.

Section 3. The total debts of the Corporation, including the principal amount of such mortgages outstanding at any time, shall not exceed the total of two years' assessments current at that time, provided that authority to exceed said maximum in any particular case may be given by an affirmative vote of three-fourths of the votes of all Members who are voting in person or by proxy or mail.

Section 4. The Corporation shall have power to dispose of its real properties only as authorized under the recorded Amended Certificate of Incorporation applicable to said properties.

- (d) To adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the members and their guests thereon.
- (e) To exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation, except those reserved to the members.
- (f) In the event that any member of the Board of Directors of this Corporation shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may take action at the meeting during which the third or more absence occurs to declare the office of said absent Director to be vacant.
- (g) Any transaction of the directors involving any fixed, permanent object, except vegetation and trees, shall not be established on "Common Properties" without written consent of all property owners within a 150-foot radius of the object.
- (h) For contractual services, contractors must provide proof of general commercial liability and workers' compensation insurance during the time that work is to be performed under the contract as well as proof of licensure by the state when applicable.
- (i) To enforce the protective covenants of University Estates and Woodcrest.

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

- (a) To keep minutes of all meetings and financial statements, to present to the members at the annual meeting of the members or at any special meeting.
- (b) To supervise all officers, agents, and employees of this Corporation and to see that their duties are properly performed.
- (c) As more fully provided in Article IV of the Amended Certificate of Incorporation applicable to The Properties:
 - (1) To recommend the amount of the assessment against each member for each assessment period at least thirty (30) days in advance of such date or period.
 - (2) To prepare a roster of the Properties and assessment applicable thereto, which shall be kept by an officer of the Corporation and shall be open to inspection by any member.
 - (3) To send written notice of each assessment to every Owner subject thereto.
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any Member, a certificate setting forth whether an assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

ARTICLE VII

Board of Directors

Section 1. The affairs of the Corporation shall be managed by a board of six (6) directors who must be Members of the Corporation. During the annual meeting to be held on the third Sunday in May, the members present or by proxy shall elect (3) directors each for a term of two (2) years.

Section 2. Vacancies in the Board of Directors shall be filled by the majority of the remaining directors, any such appointed director to hold office until their successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE VIII

Election of Directors: Nominating Committee

Section 1. Nominations for the election to the Board of Directors shall be made by a Nominating Committee, which shall be one of the Standing Committees of the Corporation.

Section 2. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors by February 1. Committee members shall serve until the close of the next annual meeting.

Section 3. Names of Director nominees will be provided at the annual or special meeting. Election to the Board of Directors shall be by written ballot as provided at the annual or special meeting. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Amended Certificate of Incorporation. The names receiving the largest number of votes shall be elected.

ARTICLE IX

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power:

- (a) To call special meetings of the members whenever it deems necessary, and it shall call a meeting at any time upon written request of one-tenth (1/10) of the voting membership.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the Corporation and prescribe their duties. The treasurer may require a fidelity bond as it may be deemed necessary at the expense of the Corporation. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Corporation in any capacity whatsoever.
- (c) To collect the assessments or charges referenced in Article IV of the Amended Certificate of Incorporation.

ARTICLE X

Directors' Meetings

Section 1. The Board of Directors shall meet at least semi-annually and when called by any officer of the Corporation.

Section 2. The transaction of any business at any meeting of the Board of Directors, however called, or whenever held, shall be valid.

Section 3. The majority, i.e. greater than 50 percent, of the Board of Directors shall constitute a quorum thereof.

ARTICLE XI

Officers

Section 1. The officers shall be a president, a vice president, a secretary, a treasurer, and such other officers or assistants as the Board of Directors may deem desirable. The president and the vice president shall be members of the Board of Directors.

Section 2. The officers shall be chosen by majority vote of the directors.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out and sign all notes, leases, mortgages, deeds, and all other written instruments.

Section 5. The vice president shall perform all the duties of the president in their absence.

Section 6. The secretary shall be an ex officio nonvoting member of the Board of Directors, shall record the votes, and keep the minutes of all proceedings in a file to be kept for that purpose.

Section 7. The treasurer shall be an ex officio nonvoting member of the Board of Directors, receive and deposit in appropriate bank accounts all monies of the Corporation, and shall disburse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The treasurer shall keep the financial records of the Corporation.

Section 8. The treasurer shall keep proper books of account and cause an annual review of the Corporation books to be made by the ad hoc Review Committee. They shall prepare an annual budget and an annual balance sheet statement, and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XII

Committees

Section 1. The Committees of the Corporation shall be created as needed and receive such status as desired (i.e., Standing Committee, Ad Hoc Committee, or Task Force). Unless otherwise provided herein, each committee shall consist of a Chairman and two or more members and shall include a member of the Board of Directors for board contact.

Section 2. A Nominating Committee shall have the duties and functions described in Article VIII of these Bylaws.

Section 3. It shall be the duty of each committee to receive complaints from members on any matter involving Corporation functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other committee, director, or officer of the Corporation as is further concerned with the matter presented.

ARTICLE XIII

Meetings of Members

Section 1. The regular annual meeting of the members shall be held on the third Sunday of the month of May of each year. If the day for the annual meeting of the members falls upon a holiday, the meeting will be held at the same time on the first Sunday following that is not a holiday.

Section 2. Special meetings of the members for any purpose may be called at any time by the president, the vice president, the secretary or treasurer, or by any member of the Board of Directors, or upon written request of the members who have a right to vote one-tenth (1/10) of all votes of the entire membership.

Section 3. Notice of any meetings shall be given to the members through the secretary or other designated officer. Notice may be given to the members either personally, by sending a copy of the notice, or by email. The purpose of any special meeting should be fully explained in said notice.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of all votes of the entire membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Amended Certificate of Incorporation applicable to The Properties shall require a quorum as therein provided.

Article XIV

Proxies

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and be presented to the president prior to the start of the meeting.

ARTICLE XV

Files and Papers

Section 1. The files, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to the inspection of any members by appointment.

ARTICLE XVI

Amendments

Section 1. The Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, provided that those provisions of these Bylaws, which are governed by the Certificate of Incorporation of this Corporation, may not be amended except as provided in the Amended Certificate of Incorporation or applicable law.


Although the Bylaws may be amended by the members, Bylaws may also be amended by the elected governing board. The Oklahoma statute pertaining to Bylaws (18 O.S. Section 2013) provides that the governing board of a nonstock corporation has the power to adopt, amend, or repeal the Bylaws, unless in the certificate (articles) of incorporation, that power is only conferred upon the members.

Section 2. In the case of any conflict between the Amended Certificate of Incorporation and these Bylaws, the Amended Certificate shall control.


IN WITNESS WHEREBY, we, being all Directors of the University Estates-Woodcrest Homeowners' Corporation, have hereunto set our hands on this 23rd day of April 2026.



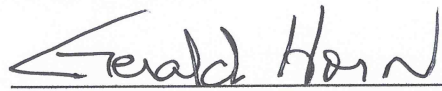
Brad Barnes



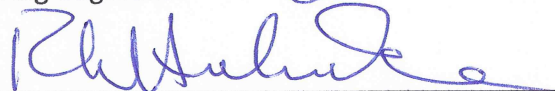
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