

Walnut Creek HOA Bylaws

Date: June 2025

Current Revision: 5.0

ARTICLE I – GENERAL PROVISIONS

1.1 Name and Location

Walnut Creek of Logan Country HOA INC., hereinafter referred to as “the Association.” The principal address of the Association shall be located at P.O. Box 31002, Edmond, OK 73003, but meetings of Members and Board of Directors may be held within the state of Oklahoma, as may be designed by the Board of Directors.

1.2 Definitions

Terms that are capitalized or used in these Bylaws shall have the meanings set forth in the Association’s Declaration of Covenants, Conditions, and Restrictions (CC&R).

1.3 Fiscal Year

The fiscal year of the Association begins on the date of incorporation, and each subsequent year shall begin on the 1st day of January and end on the last day of December.

1.4 Interpretation

In the case of any conflict or disagreement, the provisions of provincial or state laws pertaining to Homeowners Associations, the Association's Declaration, Articles of Incorporation, and these Bylaws shall prevail in that order. Provincial and state laws overrule Bylaws.

ARTICLE II – OFFICERS AND THEIR ROLES AND RESPONSIBILITIES

2.1 Officers

The officers of the Association shall consist, at minimum, of a president, a vice-president, and a secretary. These are elected, non-paid volunteer positions.

2.2 Term of Office

Officers shall serve for a term of 2 years or until successors are elected. Officers may serve in the same role as long as they are reelected to do so.

2.3 Elections

The officers shall be elected at the annual meeting. A quorum is required (see Section V).

Qualifications: candidates to serve on the board must be homeowners in the community. Must not be delinquent in HOA dues or unresolved citations with the HOA. Background checks may be administered at the discretion of the board to ensure no criminal record is present.

2.4 Vacancy in Office

A vacancy in any office shall be filled by the Board of Directors by appointment within 90 days. If no one is available, then the board will continue to conduct necessary functions until the position(s) are filled. The positions will be confirmed by election at the annual meeting.

2.5 Removal of Officer

Any officer elected or appointed by the board may be removed by the board with or without cause. Removal without cause requires a two-thirds majority vote of the board. In any event of the death, resignation, or removal of an officer, the board may elect or appoint a successor to fill the vacancy until the next election is held. The exception would be the President; this position is filled by an existing officer in succession, starting with the Vice president.

2.6 Responsibilities/Duties

Officers shall perform the duties specified in this section of the Bylaws in addition to other duties that may be assigned.

a. **President.** The president is in charge of contract signing, handling daily operations, and presiding over meetings. They must follow up on board resolutions to make sure they are correctly executed.

b. **Vice-President.** During the absence of the President, the Vice President shall have all the powers and functions of the president.

c. **Secretary.** Besides recording votes and keeping minutes, the Secretary must notify owners about upcoming meetings. They must also ensure that the Association's documents are current and accurate.

d. **Treasurer.** (if there is a contracted treasurer/accountant, then this may be optional) The treasurer records and maintains all monetary aspects of the association. This involves disbursing and receiving funds on behalf of the association. The Treasurer has the added responsibility of preparing annual income and expenditure statements, as well as the association's annual budget. The Treasurer works with the contracted accountant of the association.

ARTICLE III – BOARD OF DIRECTORS

3.1 Composition

Comprised of officers as above in Article II.

3.2 Powers

The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs, perform the Association's responsibilities and exercise its rights as set forth in these Bylaws, the Declaration, and the Articles provided that such rights and powers are not inconsistent with the provisions of provincial or state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors has the power to:

a. manage, control, and restrict the use of the shared spaces within the community and the conduct of the Association members and their guests by adopting and publishing rules and regulations, and enforcing fines to dissuade any lack of compliance after proper written notification of such infractions;

b. suspend a member's voting rights and the right to use shared spaces if a member is in default of any assessment payment due (defined as 90+ days past due) and owing to

the Association, or for lack of compliance with the Association's published rules and regulations;

c. approve and disburse Association funds for any individual expense or contractual obligation that does not exceed Two Thousand Dollars (\$2,000) without the need for a vote or prior approval by the general membership. Such expenditures must be documented and reported at the next scheduled board meeting and included in the financial records made available to members.

In the event of an emergency that poses an immediate threat to the safety, security, or structural integrity of the Association's common areas or assets, the Board shall have the authority to authorize expenditures up to Five Thousand Dollars (\$5,000) without prior member approval. Any such expenditure must be:

1. Documented in writing with a description of the emergency;
2. Reported to the membership within five (5) business days via written notice or digital communication;
3. Reviewed and ratified at the next regular or special meeting of the Board.

In the event that the emergency requires more than Five Thousand Dollars (\$5,000), an emergency meeting can be called with as little as 48 hours notice to attain member approval. Notice for the meeting should detail the issue at hand as well as provide an explanation of the associated costs to remedy the issue. The emergency meeting should be made available to online-attendees.

3.3 Duties

It shall be the Board of Directors' responsibility to:

- a. maintain a complete and detailed record of all the Association's transactions and acts and provide records to the members when they are requested;
- b. supervise the Association's officers, employees, and volunteers to ensure the proper and the ethical performance of the assigned duties
- c. form adjunct committees as needed.

3.4 Compensation

No director or officer shall receive compensation for their services. However, they may be

reimbursed for actual expenses incurred in the performance of their duties.

3.5 Resignation

A director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect upon receipt of said notice unless stated otherwise.

ARTICLE IV – MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting

A regular meeting of the board shall be held at least bi-annually but may be held quarterly.

4.2 Special Meetings

Special meetings may be called by the president and shall be called upon the written request of 2 members of the Board of Directors. The purpose of the meeting shall be stated in the request, and at least 15 days written notice shall be given.

4.3 Quorum of Directors

3 members of the entire Board shall constitute a quorum.

4.4 Action of the Board

The act of the Board of Directors shall be valid if the required quorum is present at the time of a vote unless there is an exception stated in law. Each director has one vote, regardless of the number of units or properties they own.

4.5 Notice of Meetings

Regular meetings of the Board may be held without notice. Annual meetings for voting will be posted with no less than 30 days' notice.

4.6 Action Without a Meeting

An action that is required or permitted to be taken by the Board of Directors or a committee under these Bylaws, the Articles, or the Declaration may be taken without a meeting only if the action is approved in writing, and a resolution is adopted authorizing the action. The written

consent and resolution shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE V – MEETING OF MEMBERS

5.1 Annual Meetings

The Association's Annual Meeting of the Members shall be held each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be to elect a board of directors, update the members on previous and future plans regarding the community, make decisions that concern the Association, and address other issues or concerns. Notices of meetings shall be posted at least 30 days before the meeting takes place. These meetings may take place in person and/or through video conferencing.

5.2 Special Meetings

Special Meetings of the Members may be called by the President, the Board of Directors, or by written request of the majority of members of the Association, at any time. The purpose of the meeting shall be stated in the call to the meeting, and at least 15 days written notice shall be given.

5.3 Eligibility to Vote

All members must be current and in good standing with the Association to be entitled to vote and run for or serve on committees. Members must be at least 18 years old.

5.4 Quorum

For any duly called meeting of the members, a quorum shall be deemed present regardless of the number or percentage of members in attendance, including instances where no members other than the Board are present. Accordingly, no minimum percentage (0%) of the total membership is required to constitute a quorum for the purpose of conducting business, voting on matters, or passing resolutions at such meetings.

5.5 Proxies

Members may vote in person (including video participation) or by proxy in all meetings of the Members. Every proxy shall be documented, signed by the member in written form or digitally, and filed with the Association's secretary before the scheduled meeting. No proxy shall be valid for a period longer than 30 days at any one time unless earlier revoked by the member, except as otherwise provided by law.

ARTICLE VI – COMMITTEES

6.1 Committees

The Board of Directors may organize and oversee an executive committee and other committees composed of members of the Association.

ARTICLE VII – BOOKS AND RECORDS

7.1 Recordkeeping

The Association shall keep correct and complete records of financial transactions and accounts and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by any member for any reasonable purpose, excluding requests solely intended to harass or for commercial purposes, at any reasonable time. Members can submit a written request for records to be processed within 15 business days.

ARTICLE VIII – AMENDMENTS

8.1 Amendments

These Bylaws may be amended, modified, or repealed at any regular or special meeting of the members, provided the following conditions are met:

- a. **Quorum Requirement.** A quorum of at least 20 members in good standing must be present in person or by valid proxy at the meeting where the amendment is considered.
- b. **Super-Majority Approval.** Upon meeting the quorum requirement, any proposed amendment must be approved by an affirmative vote of at least two-thirds ($\frac{2}{3}$) of the members present, whether in person or by proxy.

8.2 Dispute resolution

All disputes will be through mediation. This may be paid or unpaid.

ARTICLE IX – ADOPTION OF BYLAWS

This is to certify that the above Bylaws were adopted by the Board of Directors at a meeting on {time}, {date}.

(signature section will be present here)