

**BYLAWS
OF
SHADOW MOUNTAIN HOMEOWNERS ASSOCIATION**

ARTICLE I

The name of the corporation is Shadow Mountain Homeowners' Association, hereinafter referred to as the "Association". The principal office of the corporation shall be located at P.O. Box 54006, Tulsa, Oklahoma 74155, but meetings of members and directors may be held at such place within the State of Oklahoma, County of Tulsa, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

Section 1: "Association" shall mean and refer to Shadow Mountain Homeowners Association, an Oklahoma non-profit corporation, its successors and assigns.

Section 2: "Properties" shall mean and refer to that certain real property described in the Certificates of Dedication of Shadow Mountain; Shadow Mountain Estates Blocks 1 through 7; and Shadow Mountain Estates Blocks 8 through 14; and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: "Public Area" shall mean and refer to the public entry and rights of way and other common areas owned by Shadow Mountain; Blocks 1 - 22, AKA PUD 187; Shadow Mountain Estates; Blocks 1 through 14; as defined and set forth in the Certificates of Dedication.

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

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 surety for the performance of an obligation.

Section 6: "Declaration" shall mean and refer to the Certificates of Dedication of Shadow Mountain and Shadow Mountain Estates, and addition to Tulsa County, State of Oklahoma, according to the recorded Plats thereof

Section 7: "Member" shall mean and refer to those persons entitled to membership as provided in the Articles of Incorporation as Article V Membership, which says:

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject to the protective covenants and restrictions of record and who are dues paying members in good standing with the Association, including contract sellers, shall be a member of the Association. 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 which is subject to assessment by the Association.

The person described in the above paragraph of Article V shall become a member of the Association in good standing upon payment of the annual dues as described herein. A suspended member is one who is in default of any annual dues or special assessment made by the Association. A suspended member shall neither exercise any voting rights nor shall use any facilities owned, leased or operated by the Association until such dues have been properly paid. Membership rights of any member may be suspended by action of the board of directors upon failure of such member to pay his annual dues or any special assessment as when the same shall become payable or for non-compliance with the restrictive covenants.

Section 8: "Regulations" shall mean and refer to the rules and regulation promulgated by the Board of Directions of the Association from time to time in the manner permitted by the Bylaws of the Association.

Section 9: "Board" shall mean and refer to the Board of Directors of the Association.

ARTICLE III MEETING OF MEMBERS

Section 1: Annual Meeting. The first annual meeting was held during the month of November, 1988, after the date of incorporation of the Association and annually since. Pending no scheduling or site availability conflicts, meetings for the general membership shall be held the third Tuesday at the hour of 7:00 P.M. in every November. If the date is conflicted, scheduling shall be on a date as close and convenient as possible to this date.

The Board Secretary, with any assistance needed from an appointed member in good standing, shall prepare a list of members in good standing and witness their signatures on the list for the purpose of voter verification upon their entry to the Annual Meeting.

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-tenth (1/10) 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 a copy of such notice, postage prepaid, at least 3 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. While e-mailing is useful, it is not to replace land mail.

Section 4: Quorum. The presence at any meeting other than a special meeting of the members entitled to cast votes shall constitute a quorum of any action. The quorum of special meetings shall be one-tenth (1/10) of the members entitled to cast votes of the entire membership. Simple majority shall rule at all meetings unless otherwise specified in the Articles of Incorporation, the Declaration, or the By-Laws. 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 represented. All meetings of the Association will be governed by Roberts' Rules of Order.

ARTICLE IV

BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1: Number. The affairs of the Association shall be managed by the Board of at least one (1) through twelve (12) or more Directors, who must be members of the Association in good standing. Essentially proportionate representation on the Board shall be elected from Shadow Mountain and Shadow Mountain Estates, if possible.

Section 2: Term of Office. At the first annual meeting, the members shall elect at least six (6) or One-Half Directors for a term of two (2) years, and at each annual meeting thereafter, the members shall elect at least six (6) Directors for a term of two (2) years.

Section 3: Removal, Resignation or Death. 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/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor. Replacements shall be proposed by the Nominating Committee as necessary and approved by the

Board of Directors.

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

Section 5: Dues and Fees. Dues and Fees shall be set by the Directors and shall be set at a level to cover the budgeted expenses approved by the Board of the Directors. Budgets may be presented by the Board of Directors to the membership at any meetings and dues adjusted accordingly.

ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nomination for election to the Board of Directors shall be made by the Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more Directors of the Association. The Nominating Committee shall be appointed by the President 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. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but no less than the number of vacancies that are to be filled. Nominations from the general membership must be submitted to the Nominating Committee no later than 31 days in advance of the annual meeting. Such nominations must be made from among members in good standing of the Association. The Nominating Committee will also nominate a slate of officers at the first meeting of the newly elected Board of Directors as prescribed in Article VIII.

Section 2: Election. Election to the Board of Directors shall be by hand ballot. At such election the members 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. The meeting chair may entertain the motion to approve the Nominating Committee's slate of offices in the form of an acclamation from the general membership in attendance.

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. The regular meetings shall initially be held on the 3rd Tuesday of each month at 7:00 p.m. 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. Emergency postponements shall be rescheduled within 10 days.

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.

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.

Section 4: 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 majority approval of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. The application of a Quorum is suspended in decisions requiring voting. Actions requiring voting by the Board shall be conducted by email. Any such action shall be recorded in the minutes of the subsequent Board meeting. Final polling results shall be distributed to all current Board members.

Section 5: Publication of Actions. Disputes among Association members or analytical discussions of Board members within meetings should not be part of a general publication. Actions taken that represent commitment of Association resources or impact to the broader membership is strongly encouraged to become part of general publications. Such publications include the Newsletter, the Webpage, and the activities reviews in the Annual membership meeting. Board minutes are not required to be published.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

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

Adopt and publish rules and regulations governing the use of the Areas and Facilities to be maintained by the Association, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for infraction of published rules and regulations;

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;

Employ a manager, an independent contractor, or 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:

cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members upon request of a simple majority of 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 members who are entitled to vote;

supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;

to fix the amount of any assessment of the annual dues to be paid by the members;

procure and maintain adequate liability and hazard insurance on property owned by the Association or to protect a member in the performance of Association duties;

cause all officers or employees having fiscal responsibilities to be bonded or to maintain adequate Errors or Omissions Liability Insurance covering members performing Association duties, as it may deem appropriate;

cause the Public Area to be maintained;

assure that the visible exterior maintenance of the lots and residences are maintained in an appropriate manner so as not to jeopardize the value of the property, and;

to ensure, protect and enforce adherence to all restrictive covenants contained in the Deed of Dedication

ARTICLE VIII OFFICERS AND THEIR DUTIES

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

Section 2: Election of Officers. The initial election of officers to the Association shall take place at the first meeting of the Board of Directors. Thereafter, the election of officers nominated by the Nominating Committee prescribed in Article V shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3: Term. The officers of this Association shall be elected annually by the Board and

each shall hold office for one (1) year unless he/she shall sooner resign, or shall be removed, or be 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 who shall hold office of such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5: Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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 the Nominating Committee if approved by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

Section 7: Multiple Offices. The offices of secretary and treasurer may be held by the same person. 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 IV of this Article, and elsewhere prescribed in these By-Laws and/or to chair special committees.

Section 8: Duties. The duties of the officers are as follows:

President: (a) The president shall preside at all meetings of the Association and Board of Directors; shall ensure that orders and resolutions of the Board are carried out; shall be a member of the Building/Design Committee; shall sign all leases, mortgages, deeds, and other written instruments and shall sign or co-sign all checks and promissory notes.

Vice-President: (b) The vice-president shall act in the place and stead of the president; shall chair the Membership Committee; and, in the event of the president's absence, inability or refusal to act, 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; serve notice of meetings of the Board and of the members, 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 see that all monies are deposited in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign checks and promissory notes of the Association; keep proper book of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall propose the annual budget for approval by the Board of Directors, and prepare an annual statement of income and expenditures to be presented upon request to the membership at its regular annual meeting.

ARTICLE IX COMMITTEES

The Board of Directors shall appoint a Building and/or Design Committee, as established by the Certificate of Dedication to advise the Board of matters relating to compliance with the protective covenants, and to act as trustee appointed by the Declaration of Protective Covenants. *The President or his/her designated representative will chair the Building/Design Committee.*¹ The President or Chairman of the Building/Design Committee will keep the Corporate Seal of the Association and affix it on all papers requiring said seal. The Building/Design Committee shall have a minimum of three (3) members and may be expanded to 5 in the event of special actions or extensive study. The President shall be an automatic member of the Building/Design Committee. All actions taken by the Building/Design Committee, except actions that do not require a variance, shall be subject to approval of the Board of Directors.

The committee chairmen of all committees shall be selected from the Board of Directors and appointed by the President, subject to approval by the Board. Committee members can be selected from the general membership. A majority of the committee shall constitute a quorum for the conduct of its business. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X BOOKS AND RECORDS

The president or his/her designate shall be responsible for the maintenance and retention of the Association 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 By-Laws of the Association shall be available for inspection by any

members, during reasonable business hours.

ARTICLE XI CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words:
Shadow Mountain Homeowner's Association.

¹ Italicized sentence approved by the Board 1/17/95

ARTICLE XII AMENDMENTS

Section 1: These By-Laws may be amended, at a regular or special meeting of the Board of Directors, by a vote of a majority of the Board of Directors present in person at the meeting.

Section 2: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII 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 a majority of the Directors of Shadow Mountain Homeowner's Association have hereunto set our hands this 13th day of September, 1994

Original copy of this Amended Bylaws bears signatures of 8 board members and notary seal by Susan Lugar.

11/12/1989	Original Bylaws
9/13/1994	Revised
1/17/1995	Revised
10/5/2004	Recreated in electronic form
3/15/2005	Revised
2/21/2006	Revised
1/31/2007	Revised
2/17/2009	Revised