

First Amended and Restated Bylaws of the Rustling Hills Homeowners' Association, Inc.

The following shall be known as the Bylaws of the Rustling Hills Homeowners' Association, Inc. The Bylaws are the rules of self-government of the Homeowners' Association. These Bylaws are the set of rules by which the Addition operates on a daily basis, votes and settles disputes that may arise from time to time, and is binding on all members of the Association. These Bylaws are intended to be consistent with Federal, State or other applicable law and shall be construed accordingly. In the case of conflict, the applicable law will prevail over any conflicting provision(s) of these Bylaws.

ARTICLE ONE

Name

The name of this organization shall be Rustling Hills Homeowners' Association, Inc., a non-profit organization, hereinafter referred to as the "Association".

ARTICLE TWO

Purpose

The purpose of the Association is to seek to improve the quality of life in the addition in matters of land use, environmental protection, public services, consumer protection, preservation of the historic and unique character of the community; to provide support in other matters of neighborhood concern and to promote and participate in the civic life of the City and County.

ARTICLE THREE

Objectives

The objectives of this Association are to:

1. Represent and advance the interests of residents in the Addition.
2. Keep all residents informed of issues vital to the Addition by appropriate communications and meetings.
3. Establish standing and ad-hoc committees to investigate and make recommendations to the Association on all matters of concern.
4. Seek the improvement of dwellings by residents and absentee owners.
5. Establish mutual protection and safety.
6. Improve safety of the streets through better traffic control.
7. Facilitate the education of residents regarding available options relating to home ownership, zoning, rights, etc.
8. Work toward development and preservation of natural green spaces, parks, trees, landscaping and general land-use management.
9. Develop, adopt, and monitor planning, including an inventory of land uses and facilities.
10. To do all such acts and things except as prohibited by law or these Bylaws consistent with the administration of the affairs of the Association and for the operations and maintenance of a first class residential project.

ARTICLE FOUR

Boundaries

The boundaries of the Association shall include the annexed plat of Rustling Hills Addition, a subdivision of the NorthWest Quarter, Section 7, T14N, R2W, Indian Meridian, Oklahoma County, Oklahoma.

ARTICLE FIVE

Membership

Section 1 - Eligibility

- a. Membership in the Association shall be open to all persons 18 and over who are lot owners in the Addition. Each lot of the recorded plat shall be deemed a Household and permitted one vote, regardless of the number of eligible members of the Association in each Household.
- b. Membership shall be issued to the Household upon payment of annual dues.

Section 2 - Dues

- a. Dues shall be paid at the beginning of each calendar year in accordance with fees established by a vote of members of the Association.
- b. All memberships expire at the end of each calendar year and become due on January 1. If dues are not paid, all members of the household lose voting and other rights to membership until all dues are paid in full.

ARTICLE SIX

Voting

Section 1- Quorum & Voting

A quorum shall be necessary for the transaction of Association business. A quorum shall be constituted whenever 20 or more members are present. Any member of a Household shall be deemed to have authority to vote the entire Household's single vote. If more than one member of the Household is present at the meeting, each member shall be entitled to vote their proportionate share of the Household vote (i.e., three (3) Association members of Household, each get 1/3 share of a single vote). Members at the meeting may include persons not in attendance, but who have submitted a written proxy. Proxies shall be submitted to the Secretary or the Treasurer prior to the appointed time of the meeting. If a quorum is not present, another meeting will be scheduled within 30 days. The members in attendance at this meeting, regardless of number, will constitute a quorum.

Section 2 - Vote Binding on Association

An affirmative vote of more than fifty percent of the members present and constituting a quorum, whether voting in person or by proxy, shall be binding on the Association.

ARTICLE SEVEN

Officers

Section 1- Executive Officers

The officers of the Association shall be elected from the active membership and shall be a President, Vice-President, Secretary, Treasurer, and Social Chairperson. The President, or their designee will serve as the delegate to local area umbrella groups, such as Edmond Neighborhood Alliance. These elected officers shall also constitute the “Executive Committee”.

Section 2 - Elections

Officers shall be nominated for one-year terms at the annual association meeting. Elections shall be by show of hands or by proxy. Officers-elect shall be installed immediately after close of business at the annual meeting in which they are elected.

Section 3 - Nominations

Nominations for officers may come from the general membership, and may be received by the Executive Committee prior to any meeting for elections. Nominations may also be accepted from the floor during the meeting.

Section 4 - - Duties of Officers

The powers and duties of the Officers shall include all such acts and things, except as prohibited by law or these Bylaws, consistent with the listed objectives in Article Three, as well as the administration of the affairs of the Association and the operations and maintenance of a first class residential project.

The President shall preside at all meetings of the Executive Committee and the Association and shall be an ex-officio member of all committees. The President shall be empowered to speak on behalf of the Association consistent with the objectives and prior resolutions of the Association.

The Vice-President shall fulfill the duties of the President in the President’s absence, and shall serve as the Parliamentarian of the Association.

The Secretary shall be responsible for maintaining all records of the Association, including accurate records of all business conducted by the Association and outside correspondence.

The Treasurer shall be responsible for the Association monies, shall keep an accurate record of receipts, and expenditures, and shall co-sign all checks drawn on the account of the Association, and shall report each meeting on the balance in the account and the number of active members.

The Social Chairperson shall be responsible for planning Association social events.

Section 5 - Removal from Office

Any officer may be removed from office for cause at any meeting by two-thirds of all members present and voting, provided that Notice as provided in Article Eight, Section 3, has been furnished to the membership at least two weeks prior to the meeting.

Section 6 - Replacement of Officers

When necessary, vacant offices may be filled at any meeting by the Executive Committee for the unexpired portion of the term.

Section 7 - Compensation

The Association is not organized for profit. No Officer, committee person, member or other person from whom the Association may receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any Officer, committee person or member, provided, however, that any Officer, committee person or member may, from time to time, be reimbursed for his actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

Section 8 – No Personal Liability

Contracts, commitments and other acts of the Executive Committee, Officers or Committee Members shall be as agents for the members, and no person acting in the capacity as the Executive Committee, Officer or Committee Member shall have any personal responsibility or liability on any such contract or commitment (except as members), and the liability of any member on such contract or commitment shall be limited to such proportionate share of the total liability thereof as the common interest of each member bears to the total assets of the Association.

Section 9 – Insurance

The Association may indemnify, through insurance or other means, Officers, Committee Members, members, their respective successors, personal representatives and heirs, against all loss, costs and expenses, including counsel fees, reasonably incurred by him in connection with any action, suit or proceedings to which he may be made a party by reason of his being or having been a Officers, Committee Members, or members of the Association.

ARTICLE EIGHT

Meeting and Organization

Section 1 - Regular Meetings

Meetings of the general membership of the Association shall be held at least once a year and as otherwise set by the Executive Committee. The Annual Meeting shall be held each year no later than April 15 of each year and shall be held at a place designated by the Executive Committee. The Executive Committee may delegate to the President or other Officer of the Association the authority to designate the location of any meeting.

Section 2- Special Meetings

The President or Executive Committee may call any required Special Meetings. Special Meetings may also be called by petition, if signed by 20 members or more of the Association. This petition shall be delivered to an Officer of the Association, who will be responsible for providing Notice to all members of the Special Meeting.

Section 3 – Notice

Notice shall be at least seven (7) calendar days in advance of any Meeting and may be by any method reasonably calculated to inform all members residing in the Addition will have knowledge of a Meeting and its agenda. This may include, but is not limited to, signs at all Addition entrances, website posting, newsletter or other written correspondence, the content of which is consistent with the purposes of the Association and approved by the Executive Committee. The newsletter or other written correspondence may be made in person, U.S. Mail, email, facsimile, or other method that a reasonable person could assume would be ensure reliable transmission of the information about the Meeting and its agenda.

Section 3 - Fiscal year

The fiscal year of the Association shall be a calendar year beginning January 1 and ending December 31.

ARTICLE NINE

Committees

Section 1 - Executive Powers

The Executive Committee shall transact necessary business in the intervals between regular meetings and such other business as may be referred to it by the Association, and shall appoint all committees and approve the work of such committees.

Section 2 - Executive Committee

- a. The Executive Committee shall consist of all Officers as set forth in Article Seven, Section 4 of these Bylaws.
- b. The President serves as presiding officer of the Executive Committee. The committee shall conduct all business of the Association, as required, and shall meet upon the call of the President or upon the call of three committee members. Meetings of the Executive Committee shall be open to any interested members.

Section 3 - Forming Committees

The Executive Committee may form committees for any purposes consistent with the purposes of the Association, including the Architectural Committee.

Section 4 – Architectural Committee

The Architectural Committee shall be an odd number of persons consisting of no less than three (3), but no more than seven (7) lot owners of the Addition. Members of the Architectural Committee need not be members of the Association. Committee members shall be elected at the Annual Meeting to serve until the next election. Each lot owner of the Addition, regardless of their status of membership with the Association, shall be eligible to vote for candidates for the Architectural Committee. The Executive Committee shall nominate members to be considered for election to the Architectural Committee. It is recommended that nominations give preference to persons with skills relevant to the committee purpose (i.e., legal, architectural design, construction, zoning and planning, etcetera.).

The purpose of the committee shall be to review all plans for building construction within the Rustling Hills addition for compliance to the restrictive covenants and to ensure the design is in conformity and harmony with the design of existing structures within the Addition. Where the restrictive covenants allow, the architectural committee may also approve the selection of building materials or grant variances.

ARTICLE TEN

Special Provisions

Section 1 – When Bylaws are Effective

These Bylaws shall become effective upon approval by of two-thirds of the members present at first meeting at which they are presented.

Section 2 – Emergency Bylaw Provisions

The Executive Committee shall have emergency powers to add or amend these bylaws. However, if an emergency provision is enacted it shall remain in effect only until the next regular meeting of members. At that time, to remain in effect the emergency bylaw provision(s) must be ratified by members, as provided in Article Eleven.

Section 3 – Officers, Continuing Term until Removal or New Officers Elected

Other provisions of these Bylaws notwithstanding; officers may be elected immediately following approval of these Bylaws and shall continue to serve until removed or new officers are elected and installed in accordance with the provisions of Article Seven.

**ARTICLE ELEVEN
Amendment of Bylaws**

These Bylaws may be amended at any meeting by a two-thirds vote of the members constituting a quorum.